

MARVEL

MEET AVENGERS



Vol. 2

WARRIOR

X-MEN / AVENGERS

OMEGA AVENGERS





X-MEN / AVENGERS

ONSLAUGHT

VOL. 2

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MARVEL[®]
COMICS



X-MEN

AUG '96 34

ONSLAUGHT[™]
PHASE 1

ONSLAUGHT[®]
AND BEYOND!
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

HULK
SMASH!



**CASABLANCA,
MOROCCO.**

NEARLY A MILE BENEATH
THE DESERT FLOOR, THE
SOUND OF METAL WORKING
STONE ECHOES IN NEAR
DARKNESS...

...ALMOST DROWNING OUT
A VOICE AS EMPTY AS THE
CAVERNOUS SEPULCHRE.

FOR
MILLENNIA
HAS ◊ZYMANDIAS
BEEN IMPRISONED,
DOOMED TO LIVE
THIS ENDLESS
LIFE...

... COMPELLED
BY A DARK FORCE
TO RECORD THE
EVENTS OF THIS
WORLD...

... AND TO
DECIPHER HOW
THEY WILL LEAD
TO AN INEVITABLE
TOMORROW WHERE
ONLY THE
STRONGEST
SURVIVE.

LONG
WAS THIS
ONE'S BIRTH
AWAITED...

... AND
LONG HAS
HE BEEN
WATCHED.

FOR WITH
EACH STEP, HE WHO
IS CALLED THE CHOSEN
ONE DRAWS EVER
CLOSER TO HIS
DESTINY...

... TO FACE
THE CAPTOR OF
◊ZYMANDIAS...
THE ETERNAL ONE ...

APOCALYPSE!

THAT TIME --
WHEN THE WORLD
STANDS AT THE END
OF THE AGE OF
WONDERS --

-- IS
NEARLY AT
HAND.

BUT
BEFORE THE MAN
CALLED CABLE CAN
MEET HIS ULTIMATE
FATE...

...HE
MUST SURVIVE
PERHAPS THE
GREATEST TEST
OF HIS
STRENGTH.



THE ALL
BUT OMNIPOTENT
BEING KNOWN AS
ONSLAUGHT FEARS
CABLE'S ENORMOUS
PSIONIC
POWER...

...AND SO
HAS POSSESSED
THE BEING WITH
THE SUPREME
PHYSICAL
POWER.

A FORCE
OF DESTRUCTION
UNLEASHED BY THE
POWER OF THE
ATOM...

... AND
WHOSE
FRACTURED
PSYCHE MAKES HIM
VIRTUALLY IMPERVIOUS
TO EVEN CABLE'S
TELEPATHY.

A
SHADOW
HAS FALLEN
OVER ALL
HUMANITY.

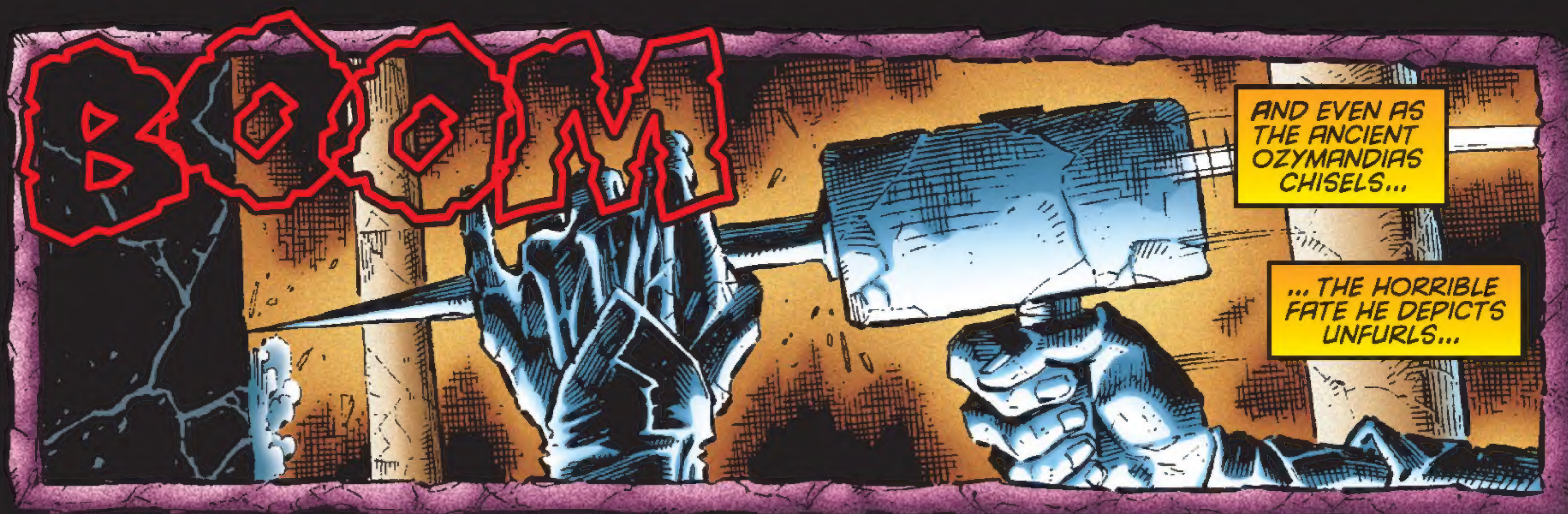
FOR AT
THIS VERY
MOMENT...

...WHATEVER
HOPE THIS
PLANET
HAD...

...LIKE A
CANDLE IN A
GALE FORCE
WIND...

... IT IS SOON TO BE
EXTINGUISHED.





AND EVEN AS
THE ANCIENT
OZYMANDIAS
CHISELS...

... THE HORRIBLE
FATE HE DEPICTS
UNFURLS...



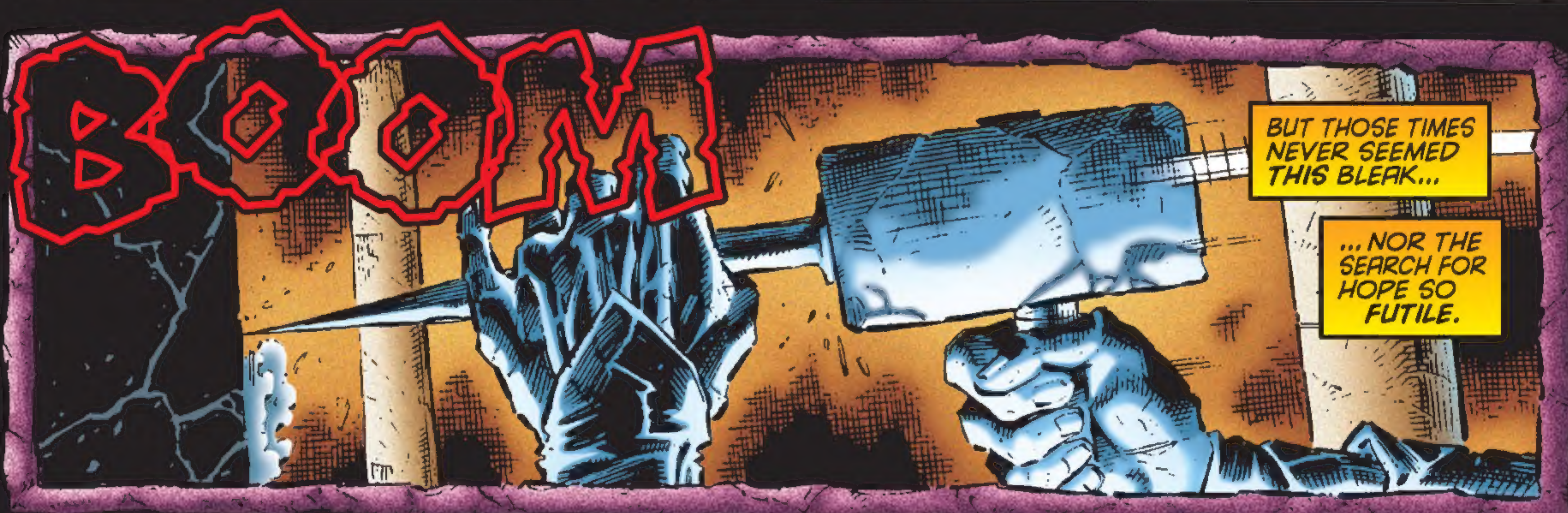
BALTIMORE,
MARYLAND.

NO.

HE IS NATHAN
DAYSPRING
SUMMERS.

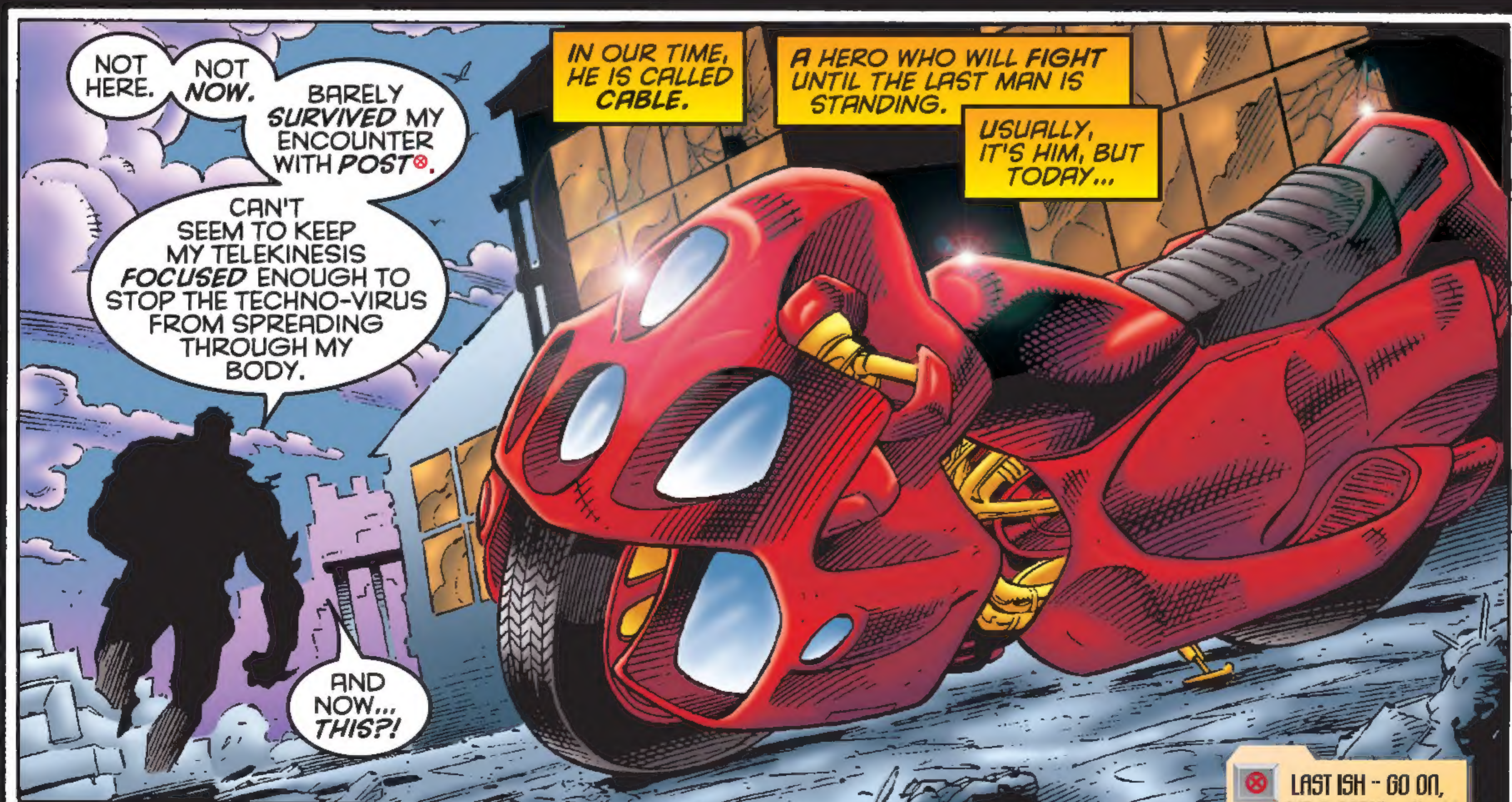
NAMED "DAYSPRING"
BECAUSE IN THE BLEAK
FUTURE FROM WHICH
HE CAME --

-- HE WAS
THOUGHT
TO BE A
SIGN OF
NEW HOPE.



BUT THOSE TIMES
NEVER SEEMED
THIS BLEAK...

... NOR THE
SEARCH FOR
HOPE SO
FUTILE.



NOT
HERE.

NOT
NOW.

BARELY
SURVIVED MY
ENCOUNTER
WITH POST.

CAN'T
SEEM TO KEEP
MY TELEKINESIS
FOCUSED ENOUGH TO
STOP THE TECHNO-VIRUS
FROM SPREADING
THROUGH MY
BODY.

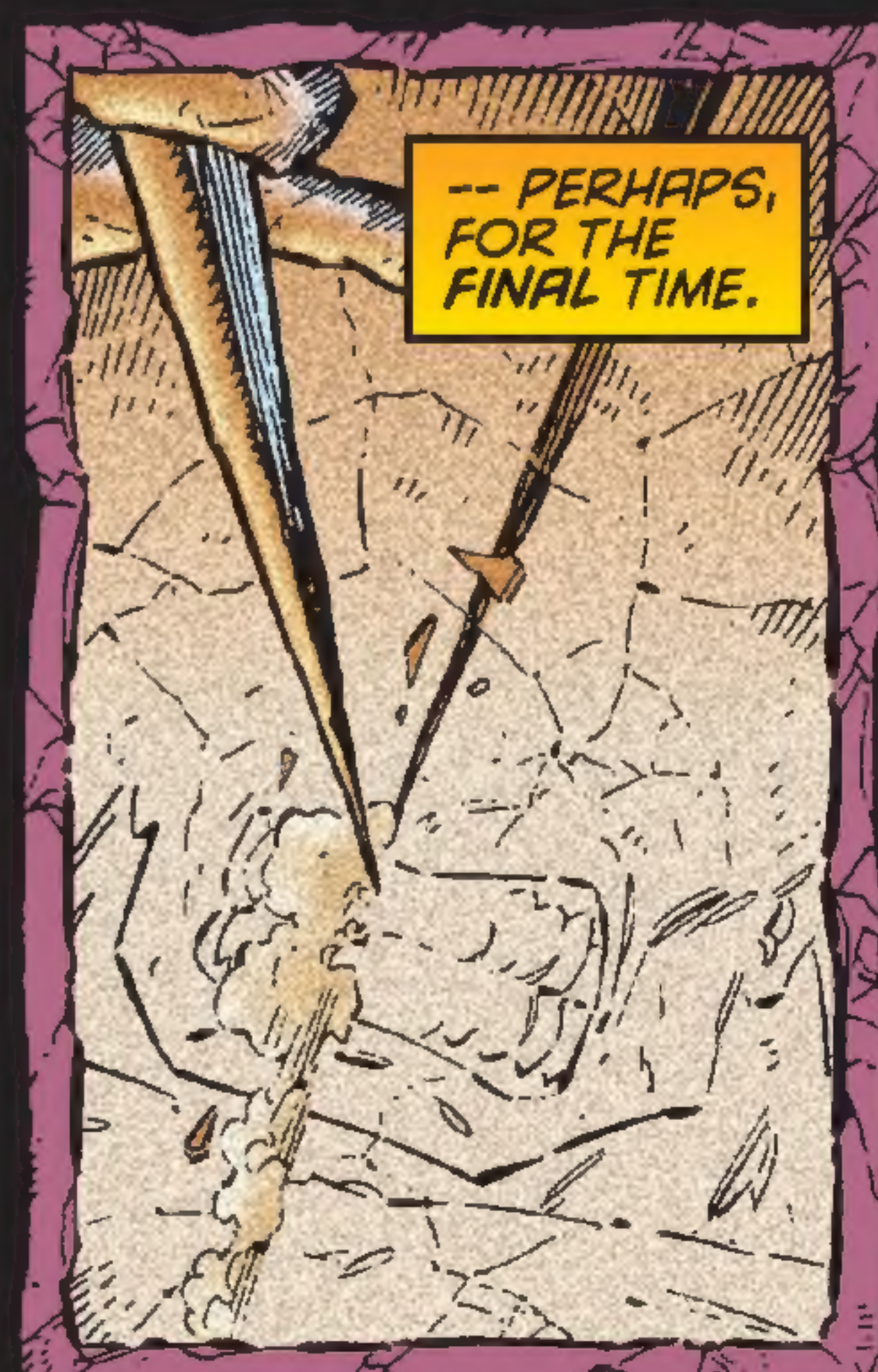
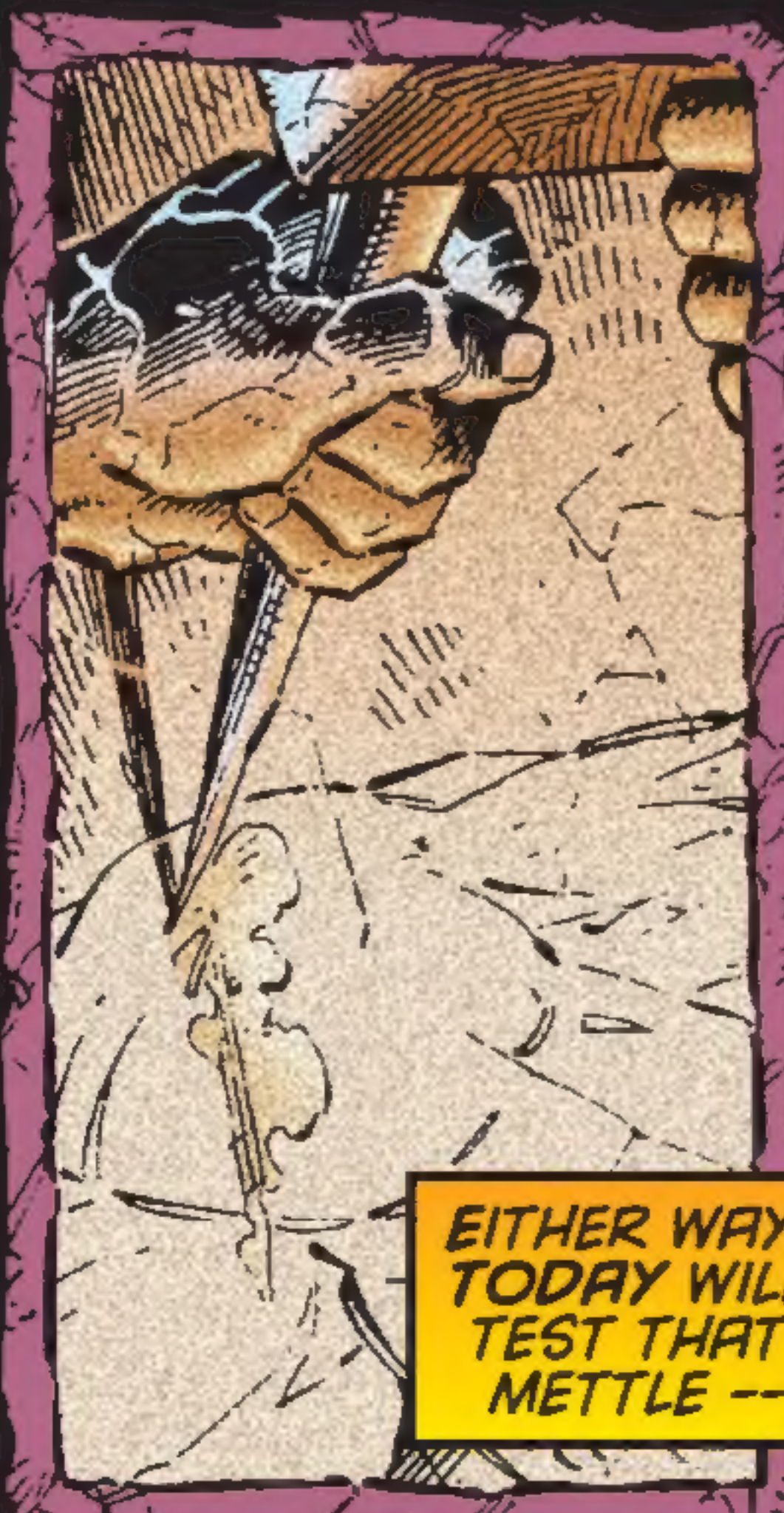
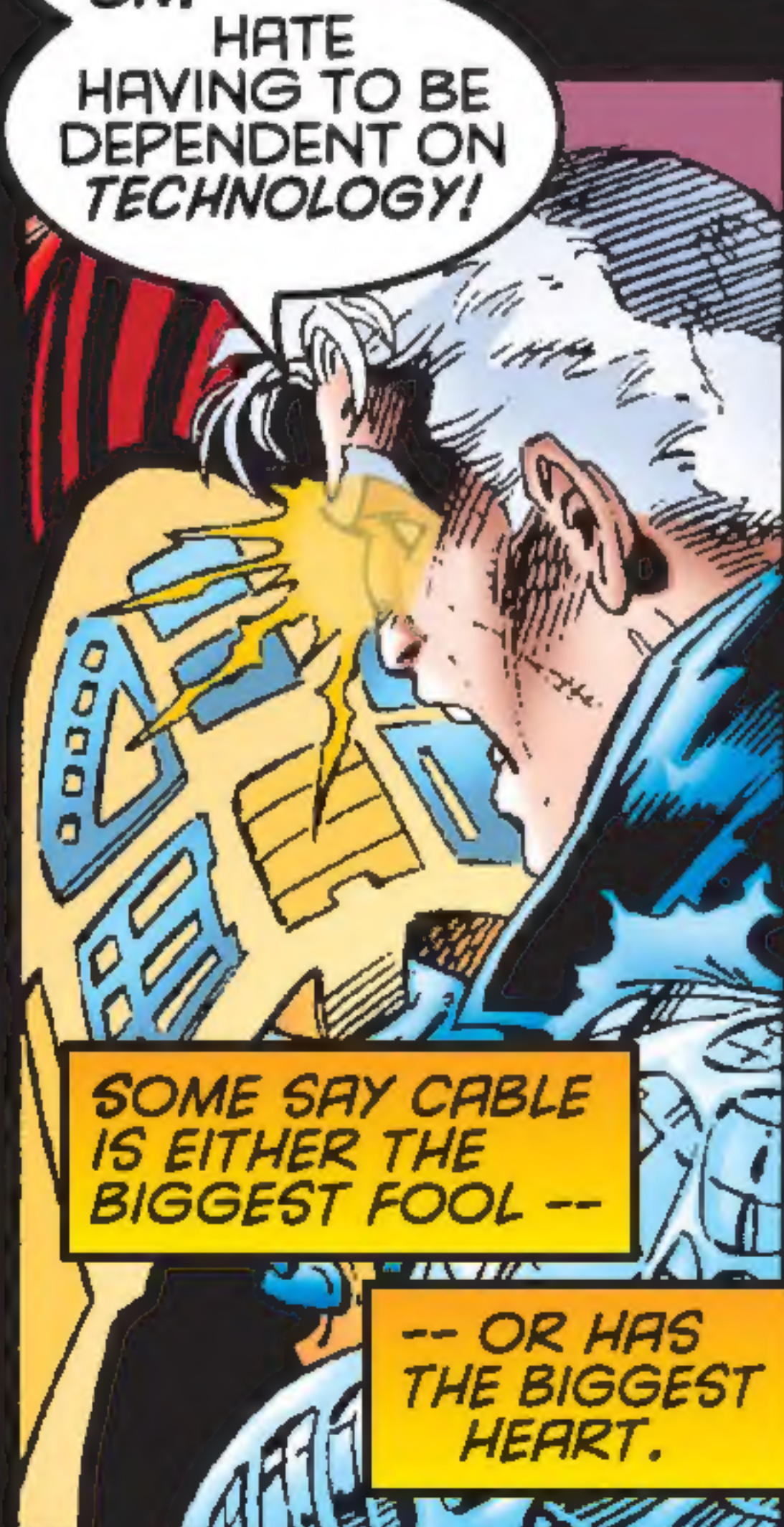
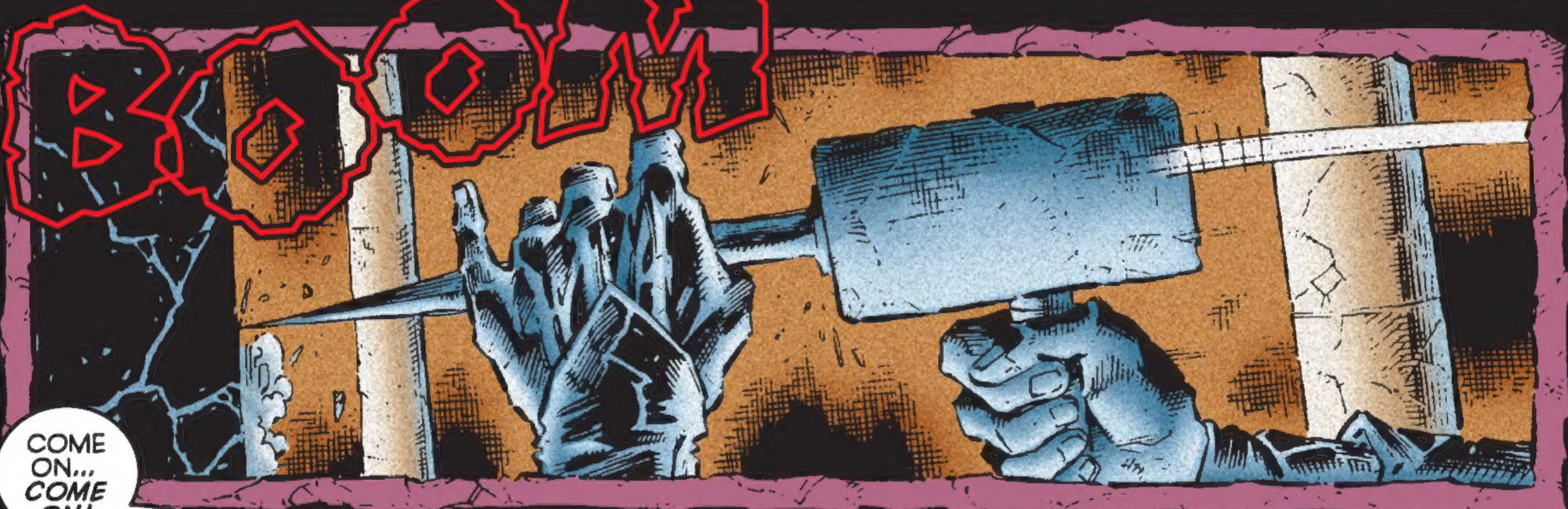
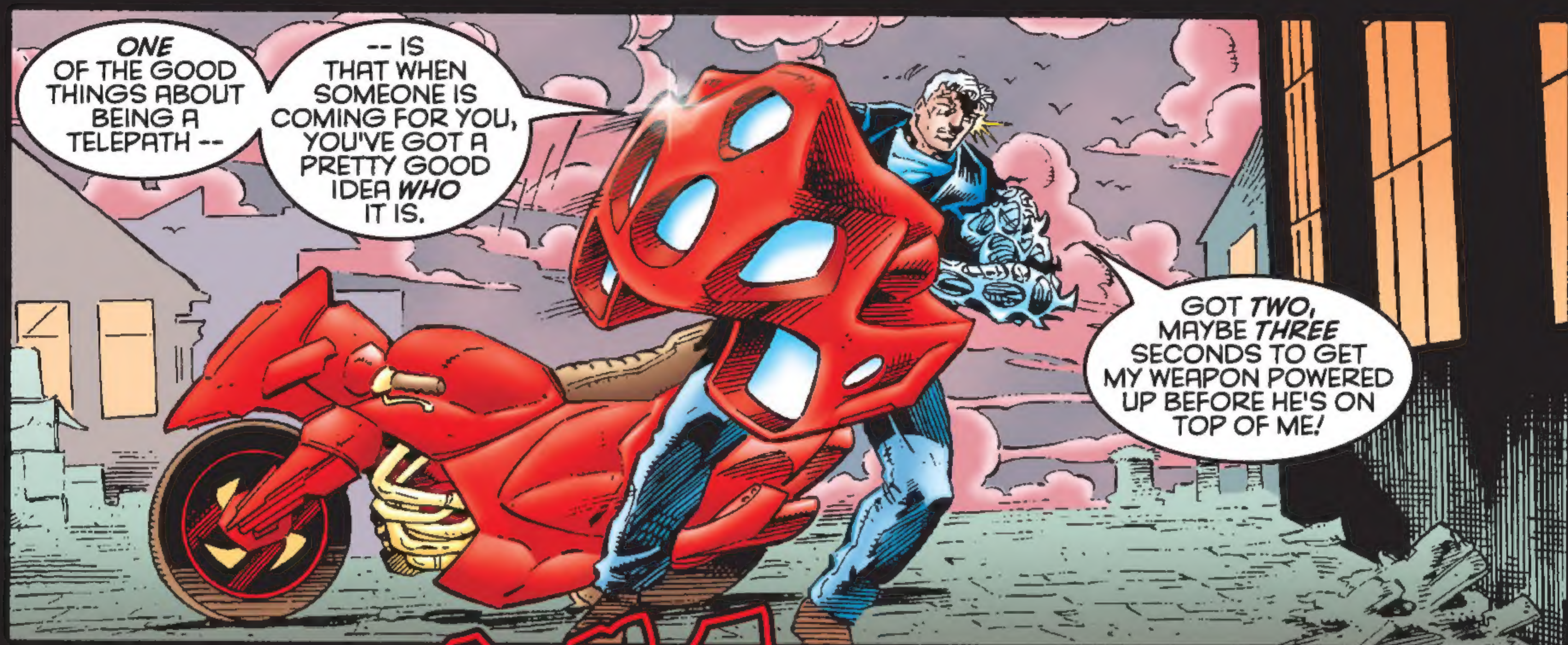
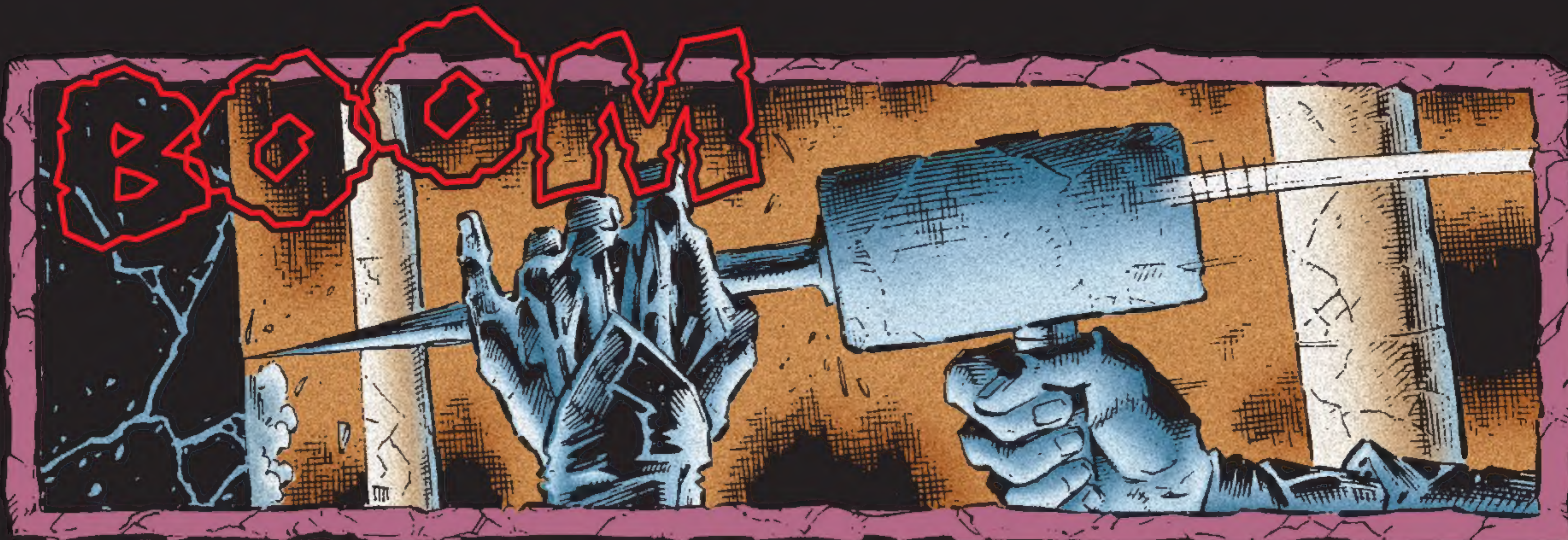
AND
NOW...
THIS?!

IN OUR TIME,
HE IS CALLED
CABLE.

A HERO WHO WILL FIGHT
UNTIL THE LAST MAN IS
STANDING.

USUALLY,
IT'S HIM, BUT
TODAY...

X LAST ISH - GO ON,
GET A COPY! - Mark!





**PONY
MAN WITH
PONY GUN
CANNOT STOP
HULK!**

**HULK IS
THE STRONGEST
ONE THERE
IS!**

Dr. ROBERT BRUCE
BANNER WAS CAUGHT IN
THE HEART OF A GAMMA
BOMB EXPLOSION --

-- AND ITS RADIATION
TURNED HIM INTO THE
RAMPAGING ENGINE OF
DESTRUCTION KNOWN AS
**THE INCREDIBLE
HULK!**

ONSLAUGHT
SENT *POST*
AFTER ME.

COULD
HE NOW
CONTROL THE
HULK?!

NEVER BEFORE
HAVE THE X-MEN
OR I FACED A FOE SO
CALCULATING...

... WHO
KNOWS OUR
STRENGTHS AND
WEAKNESSES SO
INTIMATELY.

BISHOP
HAS ALWAYS
SPOKEN OF A
TRAITOR FROM
WITHIN.

IF WHAT
I SUSPECT
IS TRUE -- IF
THAT TRAITOR IS
WHO I *THINK*
IT IS --

--THEN
WE'RE ALL IN
A WORLD OF
TROUBLE.!

STAN LEE
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LOOK, HULK, I DON'T WANT TO HURT YOU...

HAVE TO TAKE A CHANCE... LOWER MY GUN SO AS NOT TO ANTAGONIZE HIM.

AND I HAVE NO INTENTION OF HURTING YOU EITHER, CABLE.

WHILE WE'VE NEVER MET, I DON'T SEE WHY WE CAN'T BE REASONABLE.

I WAS MERELY JOKING WITH THAT "HULK SMASH" SPEECH.

IT'S BEEN A WHILE SINCE I SPOKE LIKE THAT.



JOKING...? THEN... WHY ARE YOU HERE?

TO HELP. NOW PUT DOWN THE GUN.

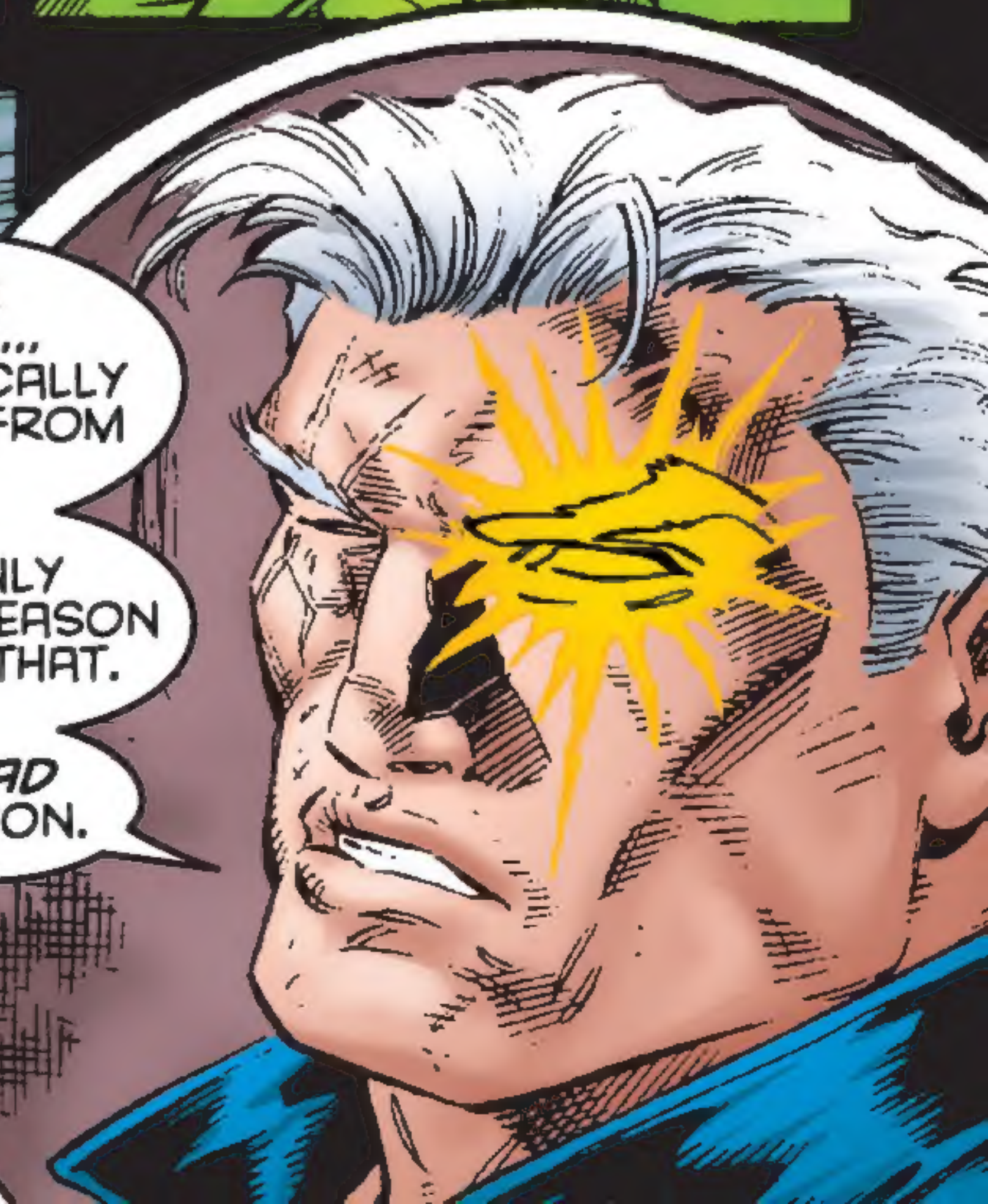


PUT. DOWN. THE. GUN.

YOUR MIND IS... TELEPATHICALLY BLOCKED FROM ME.

ONLY ONE REASON FOR THAT.

A BAD REASON.





I SAID
I CAME TO
HELP.

CRASH
WH

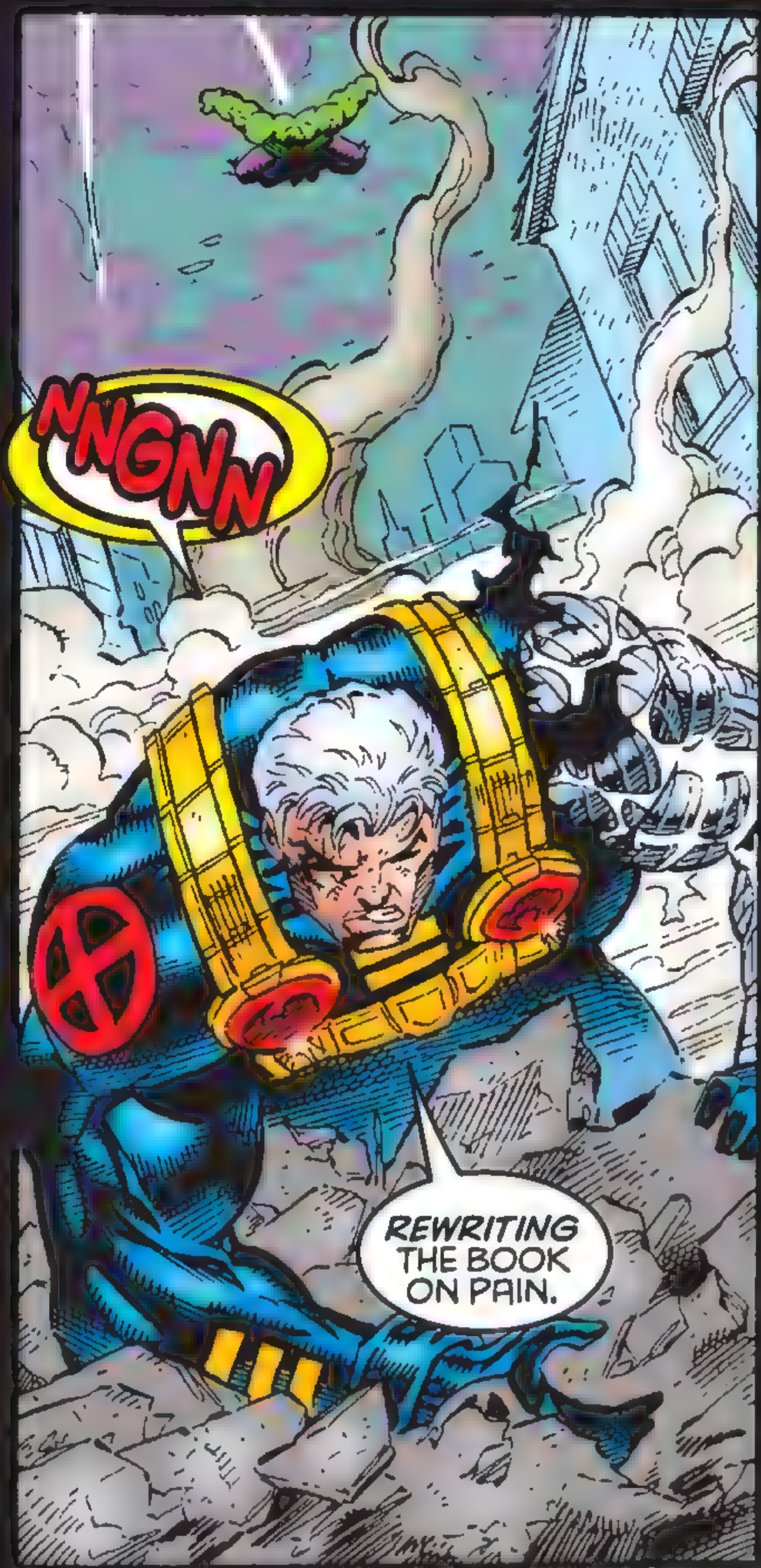
I JUST
DIDN'T SAY
WHO.

WAM

KRACK

BY THE
WAY...

ONSLAUGHT
SENDS HIS
REGARDS.



REWRITING
THE BOOK
ON PAIN.



PUSH
PAST THE
HURT,
NATHAN.

DEAL
WITH THE
SITUATION AS
IT PRESENTS
ITSELF!



BLAQUESMITH
ONCE TOLD ME
THAT I HAVE *POWER*
I'VE NEVER
TAPPED.

HE WAS
AFRAID THAT
I WOULD
BECOME...
UNSTABLE...

... AN
UNCONTROLLABLE
FORCE OF
NATURE.

LIKE THE
HULK HIM-
SELF!

WHAT--
FROZEN
IN MID-
AIR?!

IT'S
CALLED
TELEKINESIS,
UGLY.

MAYBE
YOUR *MASTER*
SHOULD'VE
CLUED YOU
IN...!





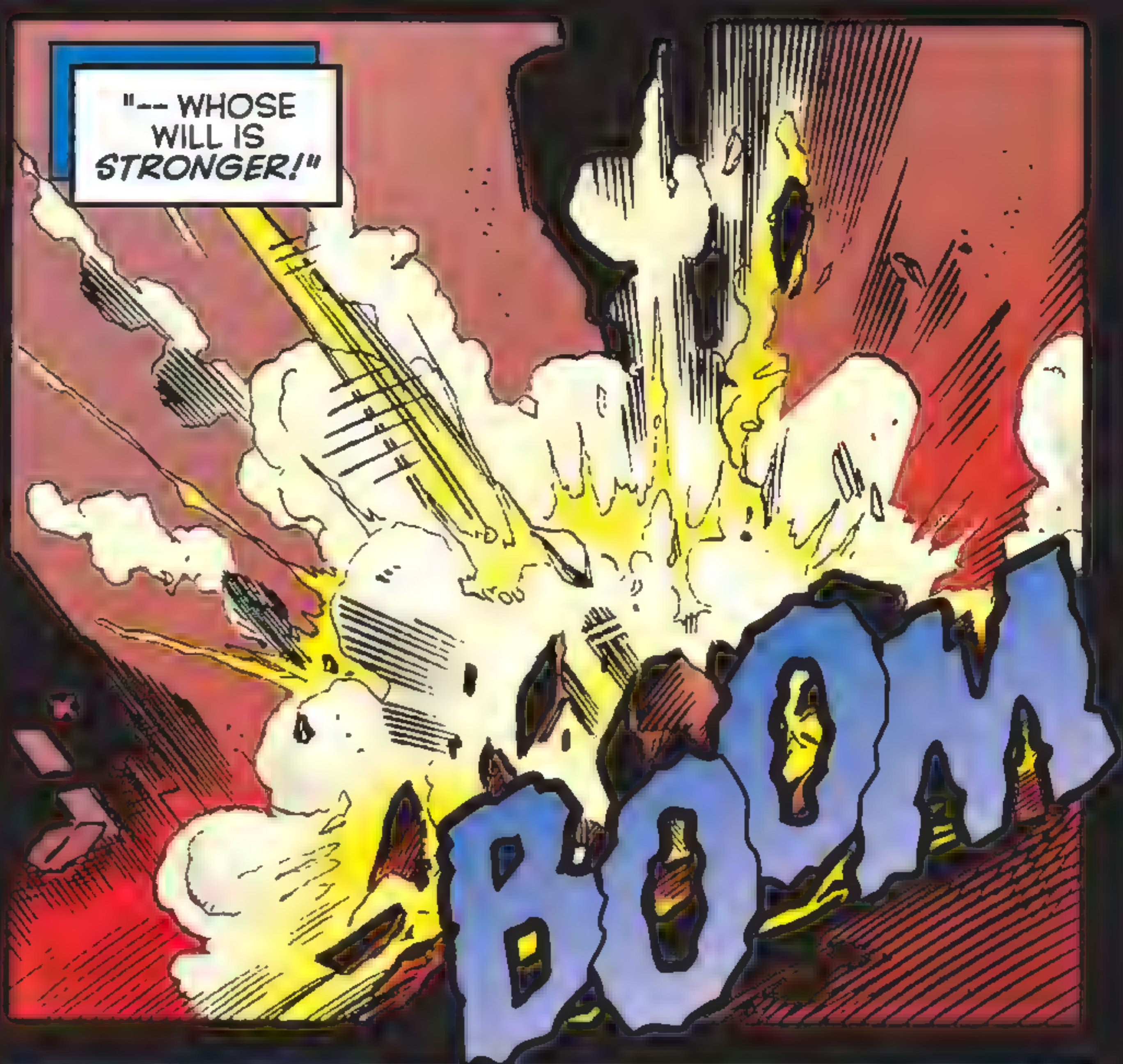
NEVER
WOULD HAVE
GIVEN IT MUCH
THOUGHT HOW
ALIKE WE
ARE.

THE
WHOLE WORLD
KNOWS THAT BRUCE
BANNER -- ONE OF
THE *GREATEST*
MINDS OF OUR
DAY --

-- IS
TRAPPED
IN THE BODY
OF THIS
MONSTER!

BOTH OF
US... RELY ON
OUR OWN *STRENGTH*
OF WILL TO MAINTAIN
CONTROL.

BUT
NOW WE'RE
GONNA
SEE --



"-- WHOSE
WILL IS
STRONGER!"



HE'S
DOWN... FOR
THE MOMENT. ONE
CHANCE. ONE CHANCE
TO *FORCE* THE HULK
TO CALM DOWN AND
REVERT BACK
TO BANNER.

BANNER!
I'M GOING TO TRY
AND PSI-LINK WITH
YOU!

GET
YOU TO SEE
THAT YOU'RE
BEING
USED.

HIS
HEAD... FILLED
WITH *TORTURED*
IMAGES...

FEARS...
NIGHT-
MARES...

HELP ME,
BANNER, I NEED YOU
TO FIGHT BACK --
FREE YOUR
MIND!

DON'T
BE A
VICTIM!

DID YOU SAY VICTIM...?

GRAY...?

I AIN'T NO VICTIM!

K
R
A
K

NICE TRY, BUT I'VE GOT A JOB TO DO.

IT'S NOT PERSONAL.

IT'S BUSINESS.

AND I AIN'T NEVER BACKED OUT ON A JOB BEFORE.

FEW PEOPLE ARE AWARE OF THE DEPTH OF BRUCE BANNER'S PERSONAL TORMENT...

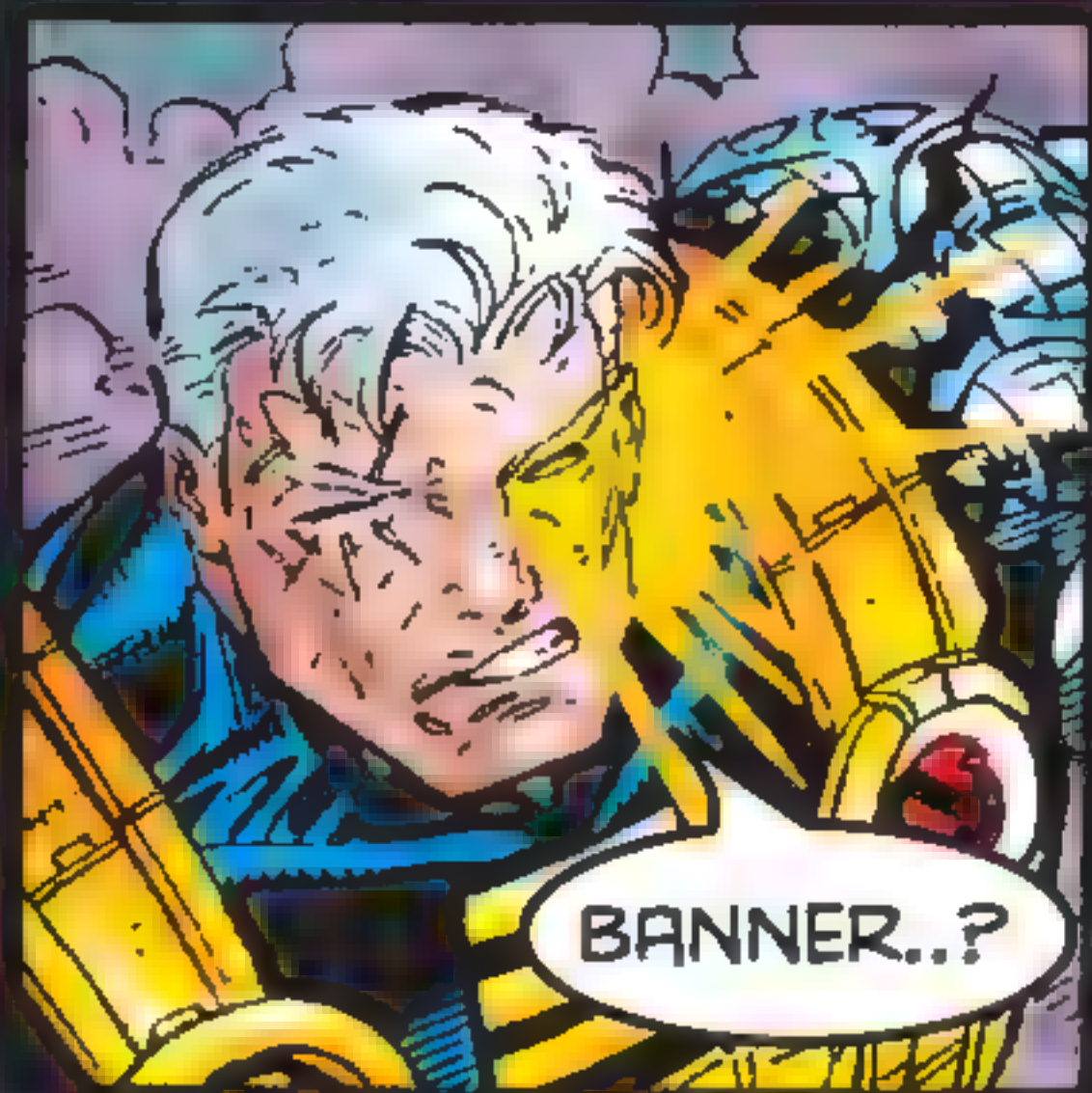
... THAT THERE IS A THIRD PERSONALITY WITHIN HIS FRACTURED PSYCHE.

ARROGANT, BRUTAL, AND QUITE VICIOUS, IT HAS BEEN LOCKED AWAY INSIDE OF THE HULK FOR SOMETIME --

-- BUT IS NOW RELEASED AS A RESULT OF CABLE'S PSIONIC PROBE.

NEEDLESS TO SAY, THE SITUATION HAS NOT IMPROVED.

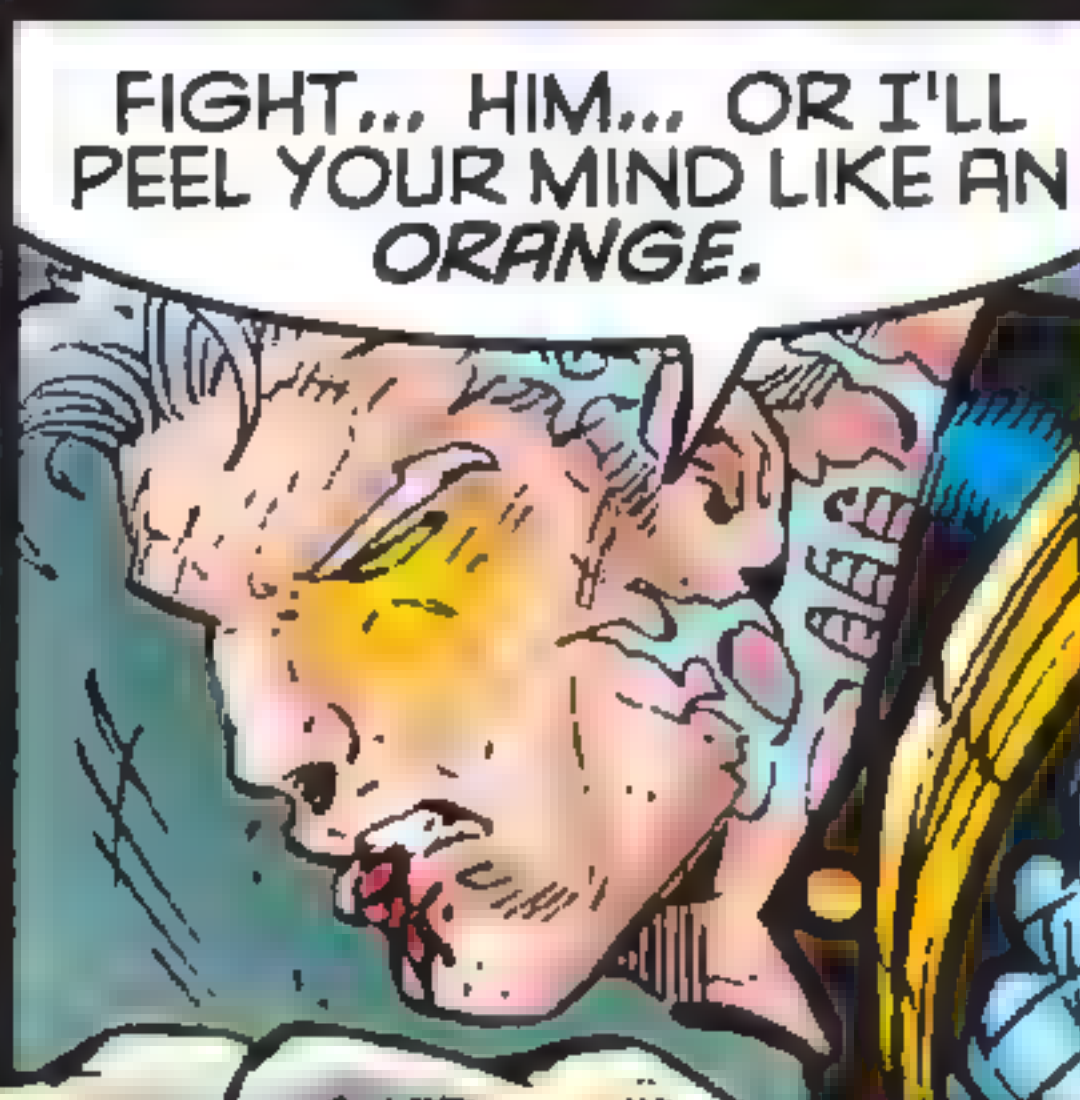
● SINCE THE CLASSIC HULK # 377 -- Mark.



BANNER..?



YOU WISH.



FIGHT... HIM... OR I'LL
PEEL YOUR MIND LIKE AN
ORANGE.



HAH! YOU
THINK I'M SCARED
O'YOUR MENTAL
POWER?



THAT'LL
BE THE
DAY!

YOU
AIN'T VERY
BRIGHT, ARE
YA?

I
DON'T
WANNA DO
THIS --

-- BUT
I HAVE
TO!

ONSLAUGHT
NEEDS YOU OUTTA
THE PICTURE --
AND OUTTA THE
PICTURE YOU'RE
GONNA BE!



THIS IS THE
BALTIMORE POLICE
DEPARTMENT!

WE WANT
THIS AREA
CORDONED
OFF!

FOR
YOUR OWN
SAFETY,
EVACUATE!

TO THE NORTH, OVER MANHATTAN.

THE IMPREGNABLE
FORTRESS KNOWN
AS THE S.H.I.E.L.D.
HELICARRIER TURNS
SOUTH.

SHE IS THE PRIDE
OF THE AMERICAN
INTELLIGENCE
COMMUNITY.

FIRST
THE INCIDENT
AT THE
PENTAGON --

-- THEN
THE CYCLOPS
BREAKOUT
HERE --

-- NOW
THIS. THIS WHOLE
MUTANT THING HAS
EXPLODED OUT OF
CONTROL!

COMMANDER
G.W. BRIDGE
HERE.

AS ACTING
LIAISON TO MUTANT
AFFAIRS, THE SITUATION
IN BALTIMORE REQUIRES
OUR IMMEDIATE
PRESENCE.

ALL
STATIONS ARE
TO GO TO **WHITE
HOT ALERT** -- THE
PRESIDENT HAS JUST
AUTHORIZED US TO
PUT THE GREATER
BALTIMORE AREA
UNDER **MARTIAL
LAW**.

WE ARE
DEALING WITH
TWO OF THE MOST
DANGEROUS MEN
ON EARTH,
PEOPLE.

Y'KNOW...

... THIS ALL
WOULDN'TA
HAPPENED IF YOU
TOOK OUT CABLE
WHEN YOU HAD
THE CHANCE.

SOONER
OR LATER,
DUGAN --

-- I WILL
TAKE CABLE
DOWN.

DUGAN!
BRIDGE! WHATEVER
PERSONAL GARBAGE
YOU TWO HAVE --
STOW IT FOR
NOW.

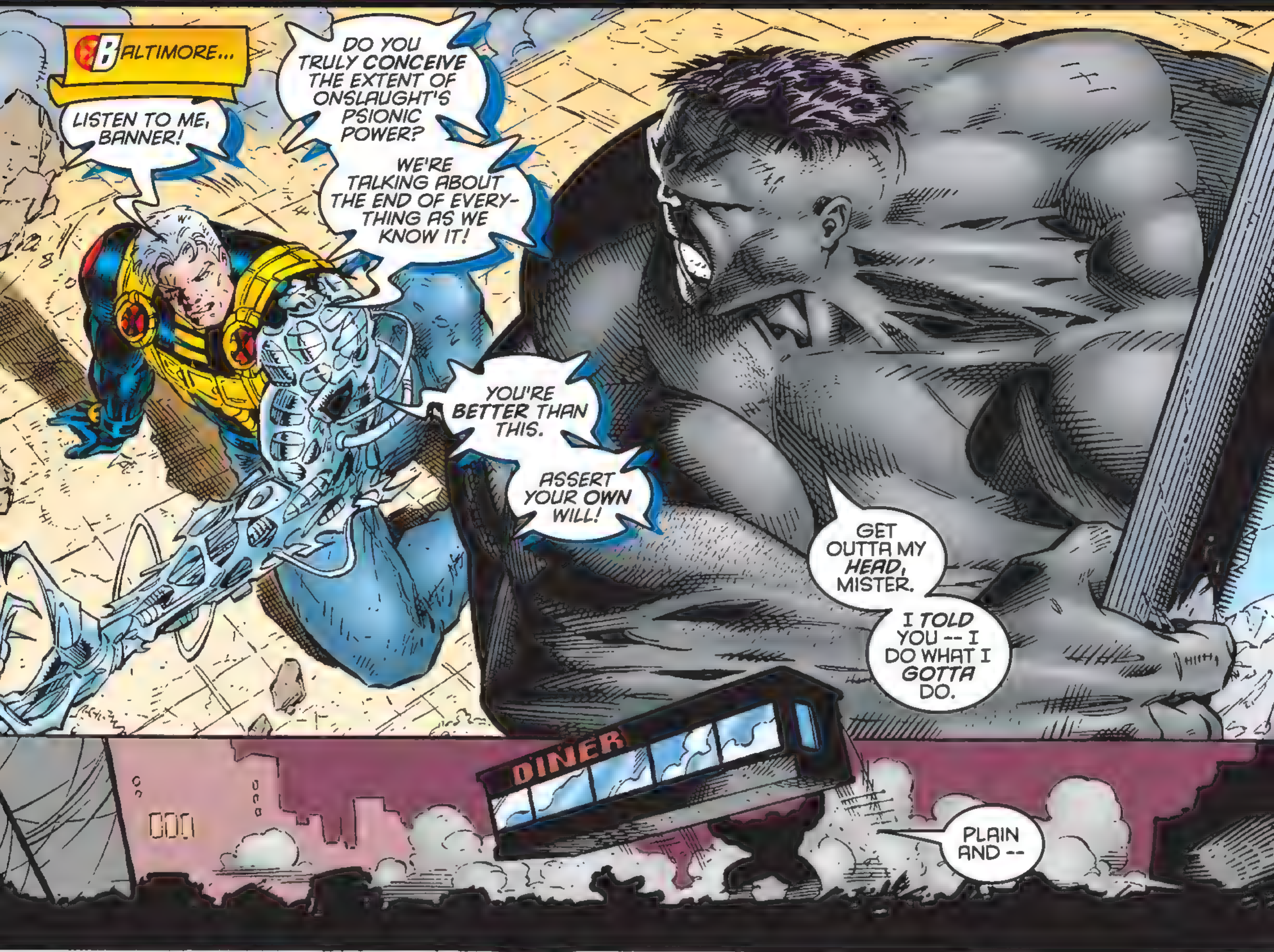
WE'VE
GOT TO GET
TO BALTIMORE
BEFORE THERE ISN'T
A BALTIMORE TO
GET TO!

CONTESSA VALENTINA
DE FONTAINE, ACTING
HEAD OF S.H.I.E.L.D.

WHEN SHE SAYS "JUMP!" --
BOTH DUM-DUM DUGAN AND
G.W. BRIDGE KNOW THERE IS
ONLY ONE ANSWER:

"HOW
HIGH?"

SEE X-FORCE #55
- Plugmeister Mark.



G-GETTIN' COLD ALL O' A SUDDEN..?

BUT... THIS DON'T FEEL NATURAL.

ON THE CONTRARY, BEHEMOTH --

-- YOU DEAL WITH ONE WHO HAS BEEN GIVEN THE GIFT OF UTILIZING NATURE'S POWER!

SHE IS STORM, BORN ORORO MUNROE -- CO-LEADER OF THE OUTLAW GROUP OF MUTANTS KNOWN AS THE X-MEN.

KNOWING THAT A TELEPATH OF CABLE'S POWER MIGHT BE THE KEY TO DEFEATING ONSLAUGHT...

... SHE WAS DISPATCHED TO SECURE HIS SAFE RETURN TO NEW YORK.

BUT ONSLAUGHT WAS ONE STEP AHEAD.⊗

⊗ I'LL SAY - READ **UNCANNY X-MEN #335** - Mark!

STAND DOWN, HULK.

YOU MAY BE THE MOST POWERFUL CREATURE IN THE WORLD...

SHRAAK

... BUT EVEN THE STRONGEST OF TREES WILL BEND TO THE HOWLING GUSTS OF HURRICANE WINDS! BEND --

-- AND THEN BREAK!

STORM FOCUSES
THE SUM OF HER
ELEMENTAL
POWER...

...AND SEVERAL TONS
OF STONE AND BRICK
ARE LIFTED AS THOUGH
MADE OF CARDBOARD.

HOW MANY
HORRORS MUST WE
ENDURE?

XAVIER
APPARENTLY
GONE
MAD.

THE
TRUTH ABOUT
ONSLAUGHT.

AND
NOW...

BY THE
GODDESS..!

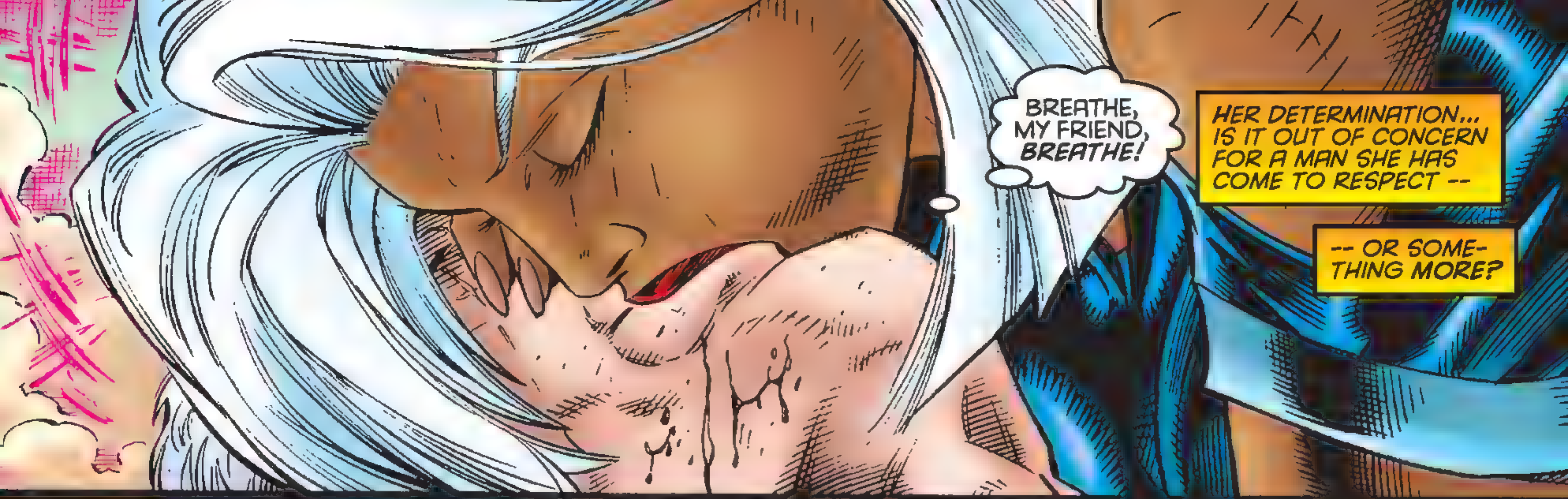
CABLE!

NATHAN,
CAN YOU
HEAR ME?

HIS BODY...!
THE TECHNO-VIRUS
IS SPREADING
BEFORE MY
EYES!

BRIGHT
LADY, DO
NOT LET IT
BE TOO
LATE!

HIS
HEART... HAS
STOPPED!



BREATHE,
MY FRIEND,
BREATHE!

HER DETERMINATION...
IS IT OUT OF CONCERN
FOR A MAN SHE HAS
COME TO RESPECT --

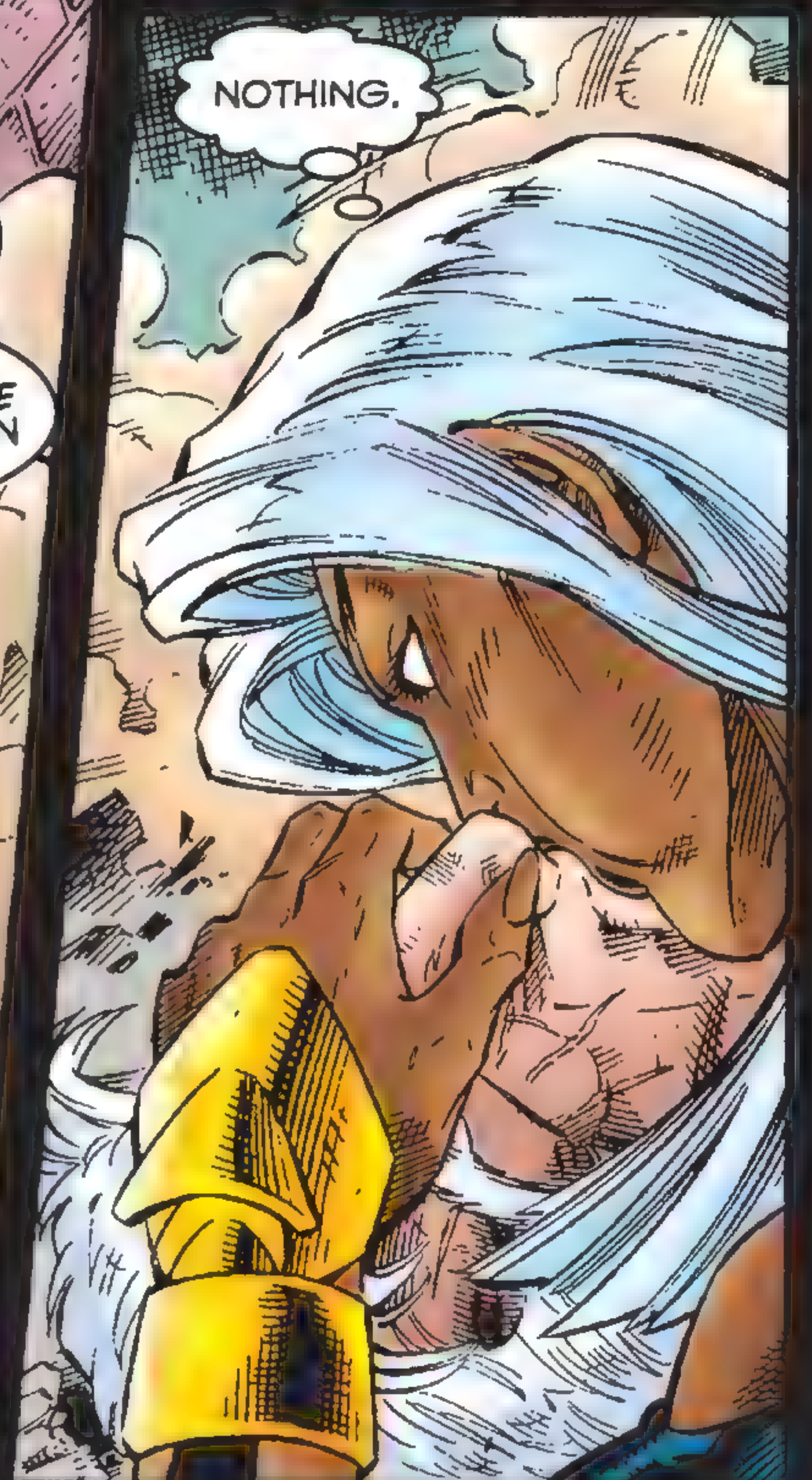
-- OR SOME-
THING MORE?



ONE.
TWO. ONE.
TWO.

NATHAN,
I KNOW YOU
TO BE A
FIGHTER.

I NEED
YOUR COURAGE
NOW MORE THAN
EVER.



NOTHING.



NO!
I WILL NOT
ALLOW THIS,
NATHAN!

AS LONG
AS I MYSELF
HAVE BREATH
LEFT WITHIN
ME --

-- I WILL
NOT LET
YOU
GO!

AND WITH THOSE
WORDS, THE VERY
AIR AROUND THEM
CRACKLES WITH
ELECTRICITY --



-- JOLTING
CABLE BACK
TO LIFE.

ALIYA..?



"ALIYA" --
CABLE'S LONG-
DEAD WIFE?

NO,
NATHAN,
IT IS
ORORO.

ORORO..?

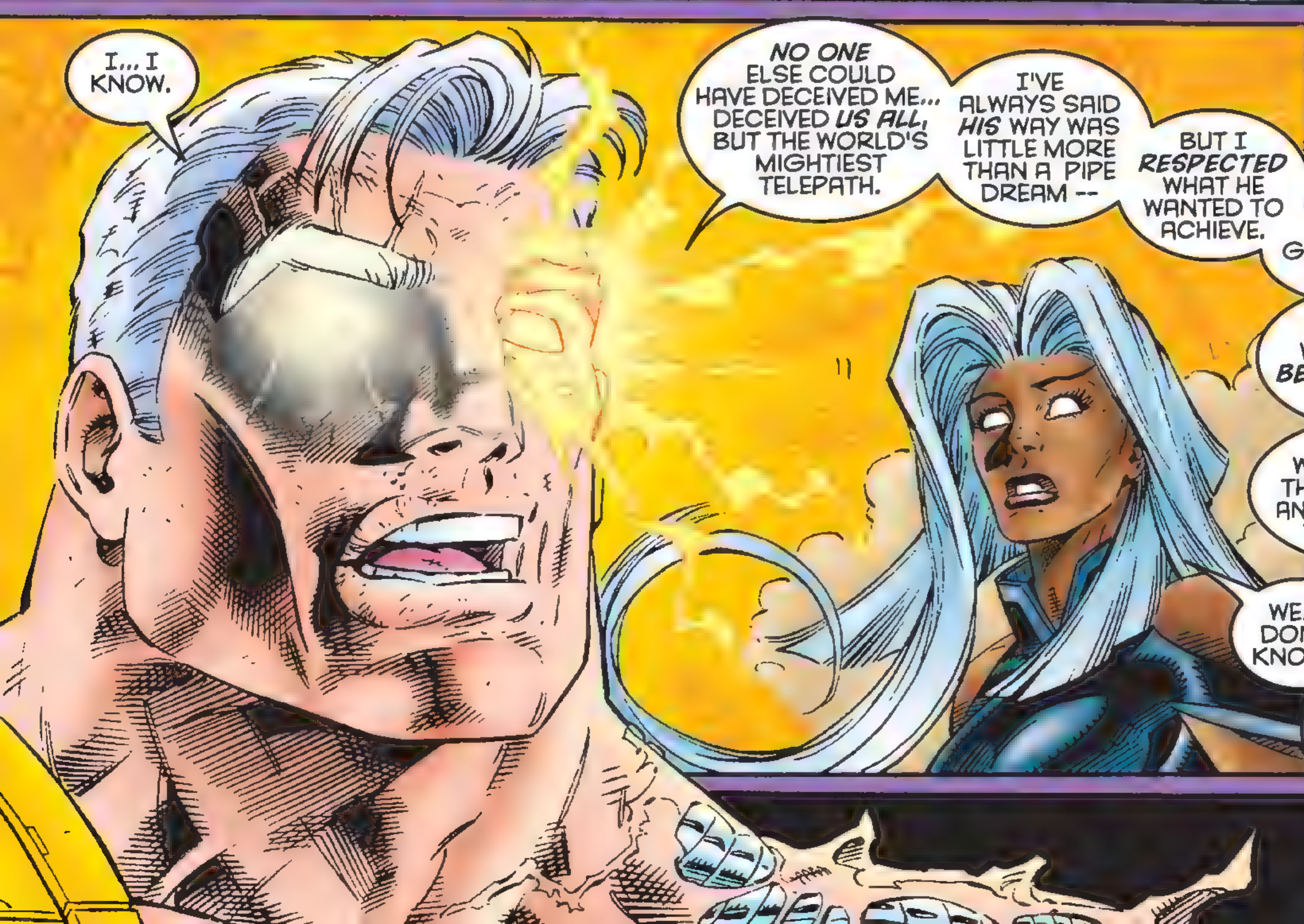


STORM!
HAVE THE REST
OF THE X-MEN
COME WITH
YOU?

THEY
COULD NOT.
WE FACE A CRISIS
NOW BEYOND
ANYTHING WE
COULD
IMAGINE.

NATHAN.
THE MAN WHOM
WE ALL LOVED...
LOOKED UP TO,
IS...

... XAVIER IS
ONSLAUGHT.



I... I
KNOW.

NO ONE
ELSE COULD
HAVE DECEIVED ME...
DECEIVED US ALL,
BUT THE WORLD'S
MIGHTIEST
TELEPATH.

I'VE
ALWAYS SAID
HIS WAY WAS
LITTLE MORE
THAN A PIPE
DREAM --

BUT I
RESPECTED
WHAT HE
WANTED TO
ACHIEVE.

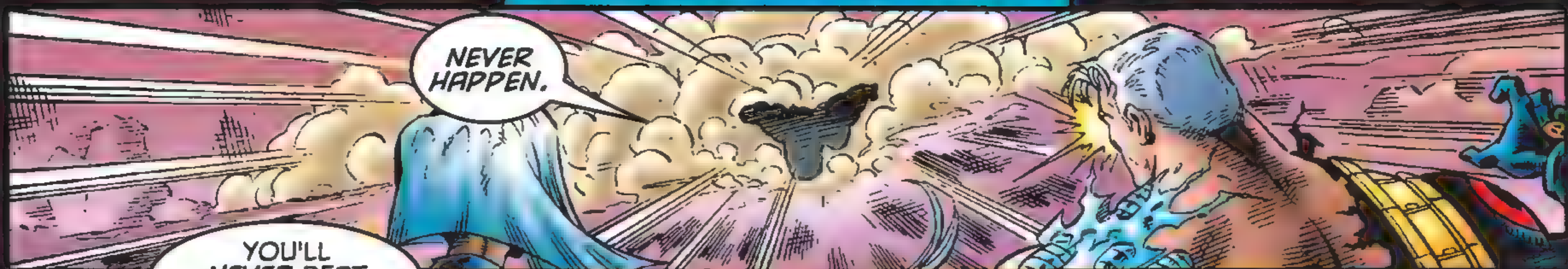
AND I
GUESS DEEP
DOWN...

... I
ALWAYS
WANTED TO
BELIEVE IT WAS
POSSIBLE.

AND NOW...
WHAT'S LEFT OF
THAT DREAM? OR
ANY WHO FOLLOWED
THE DREAMER?

WE...
DON'T
KNOW.

WE
ONLY KNOW
THAT HE
HAS TO BE
STOPPED.



NEVER HAPPEN.

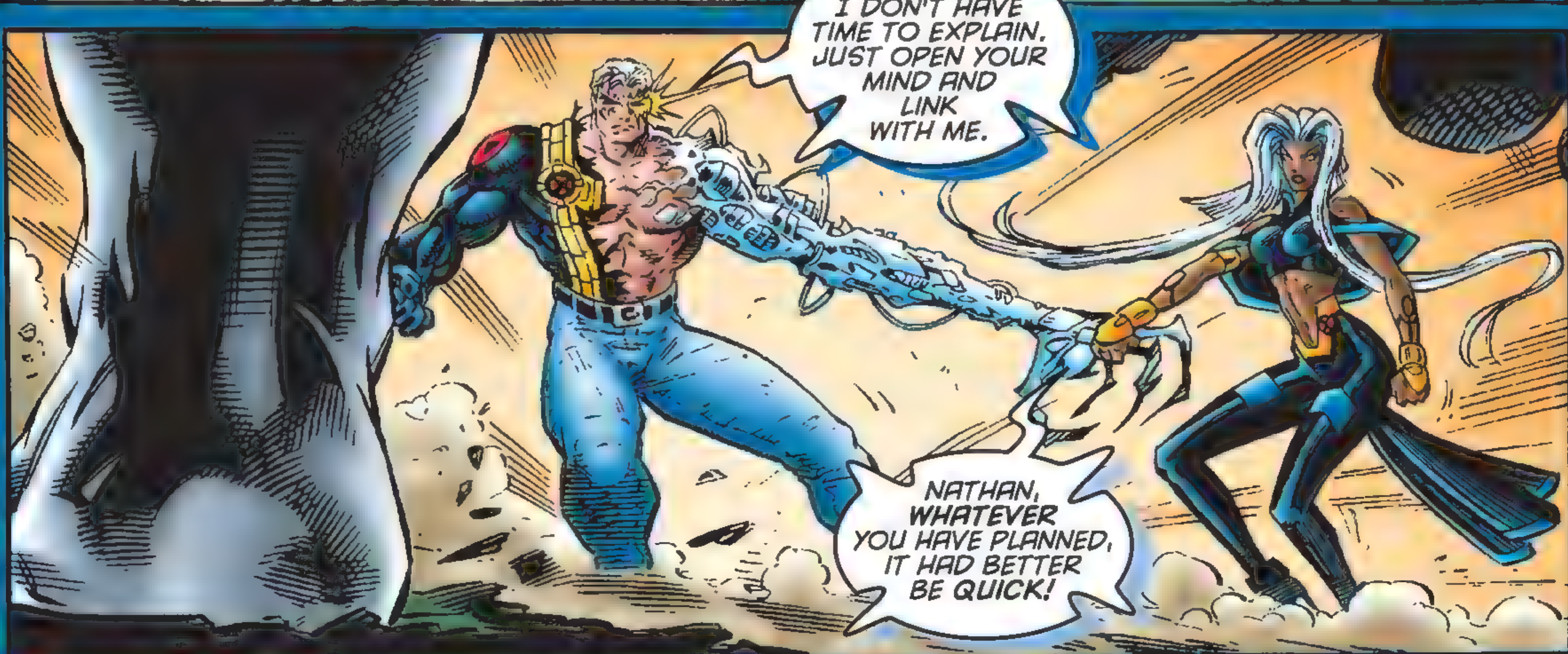
YOU'LL NEVER BEAT
ONSLAUGHT --

'CAUSE
YOU HAVEN'T
GOT A PRAYER
AT BEATIN'
ME!



STORM.
I DON'T HAVE
TIME TO EXPLAIN.
JUST OPEN YOUR
MIND AND
LINK
WITH ME.

NATHAN,
WHATEVER
YOU HAVE PLANNED,
IT HAD BETTER
BE QUICK!



WITH CABLE
MENTALLY
GUIDING HER
POWER --

-- STORM UNLEASHES
A BOLT OF LIGHTNING
INTO THE HULK'S HEAD.

EFFECTIVELY SHORTING
OUT THE SYNAPSES OF
HIS BRAIN --

-- AND ALLOWING
FOR CABLE TO HIT
HIM WITH A SINGLE
TELEPATHIC BULLET!

BANNER!

AARRGH!

LAST
CHANCE!

ASSERT
YOURSELF!

NATHAN.
HIS *COLOR*...
CHANGES AS WE
SPEAK.

BANNER?

STORM...
HIS MIND...
IT'S ALMOST
AS IF IT *SHUT*
DOWN.

BLAST!
I DON'T THINK
WE BROUGHT
BANNER TO THE
SURFACE --



"-- BUT SOMETHING FAR WORSE!"

THEY SEE IT
IN HIS EYES.

WHATEVER SHRED
OF HUMANITY THEY
SOUGHT TO FIND
WITHIN THIS TRAGIC
CREATURE --

THEY HAVE ERRED
CONSIDERABLY.

THERE IS NOTHING NOW TO
STOP THE RAGE OF --

THE SAVAGE
HULK

IT IS SAID THAT
WITHIN US ALL
THERE IS A
DARK SIDE.

A BRUTAL,
UNRELENTING,
BEAST.

BRUCE BANNER --
THROUGH GREAT
PERSONAL
SACRIFICE --

-- HAS ALWAYS
FOUND A WAY TO
TEMPER THAT
BEAST.

BUT NOW...
BANNER IS
GONE.

KILL!!

"LIKE A CANDLE
IN A GALE
FORCE WIND..."



IT IS A HOPE
THAT IS SOON TO BE
EXTINGUISHED.

IT IS
DONE.

MY
LORD..?

DO
YOU FEEL
IT, "HIGH-
BORN?"

HAVE
YOU YET
REALIZED THAT
WE HAVE REACHED
THE END OF AN
AGE?

HUMANITY
HAS ENTERED
IT'S DARKEST
HOUR...

... AND
MY GREATEST
ENEMY NEARS
DEATH.

WHAT BETTER
TIME TO PREPARE
FOR...

**THE DAWN OF
APOCALYPSE!**

**CONTINUED IN
HULK #444!**

**AND IN 30 DAYS - FOR
THE FIRST TIME EVER -**

CABLE VS. APOCALYPSE!

MARVEL
COMICS

HULK

AUG '96 444

CABLE AND STORM VS. THE INCREDIBLE

APPROVED
BY THE
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CODE
AUTHORITY

IMPACT
1



CAUGHT IN THE HEART OF A GAMMA-BOMB EXPLOSION, DR. BRUCE BANNER NOW FINDS HIMSELF TRANSFORMED INTO A POWERFUL, DARK, AND DISTORTED REFLECTION OF HIMSELF.

STAN LEE PRESENTS

THE INCREDIBLE HULK

MATTERS COULD BE GOING BETTER.

STORM, LONGTIME MEMBER OF THE X-MEN, HURTTLES ACROSS THE BALTIMORE SKIES IN HOT PURSUIT OF ME... THE MUTANT CALLED CABLE.

IN POINT OF FACT, IT'S NOT AS IF I'M FLEEING HER.

Cable VISION

peter david
writer

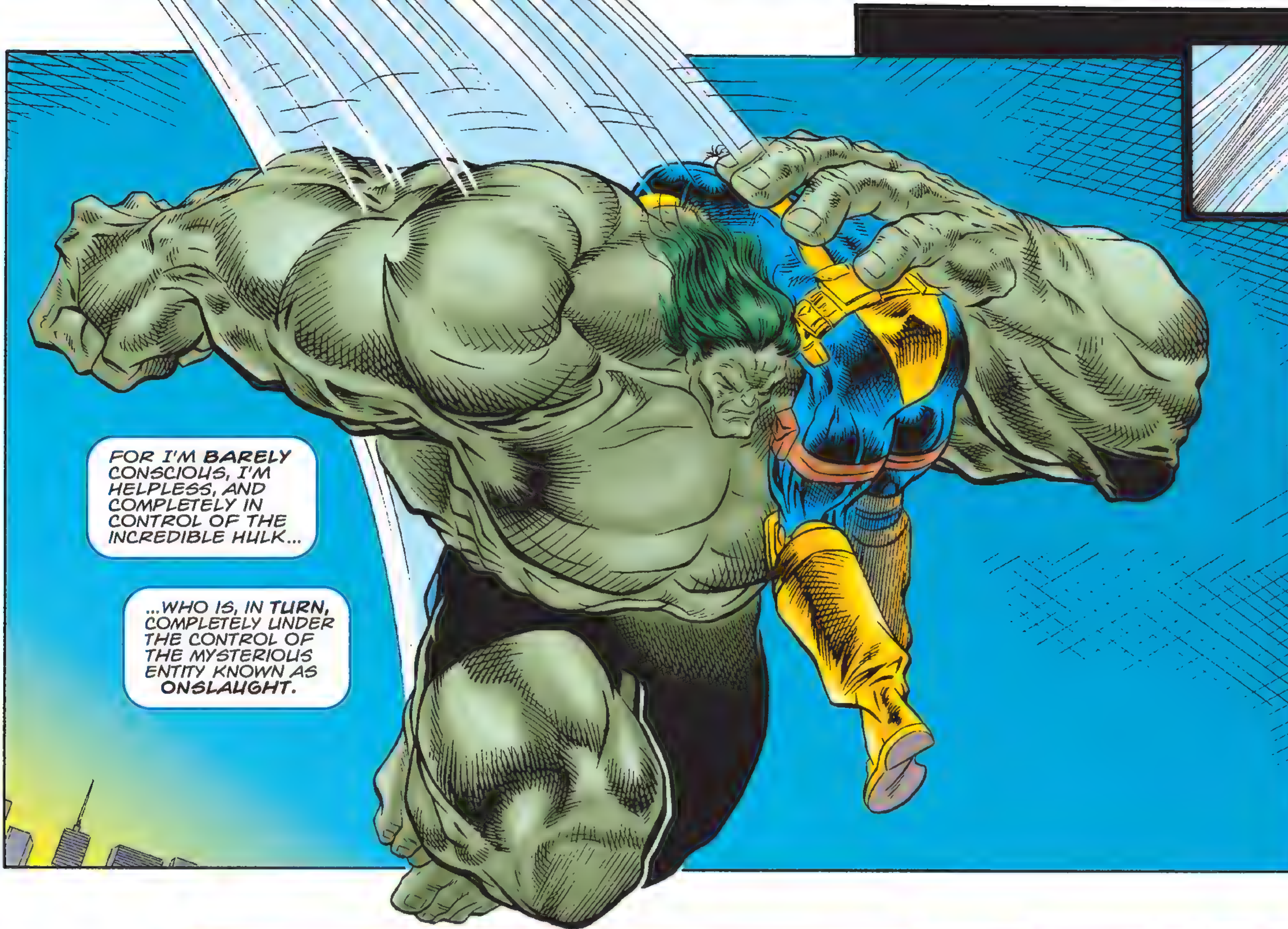
angel medina
penciler

robin riggs
inker

richard starkings
AND comicraft
lettering

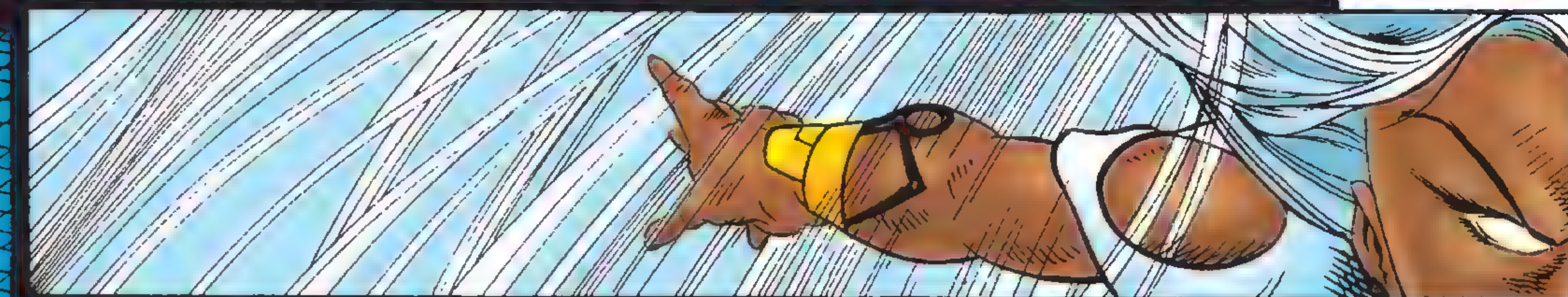
glynis oliver **malibu**
colors enhance-
ment

bobbie chase **bob**
editor harras
chief

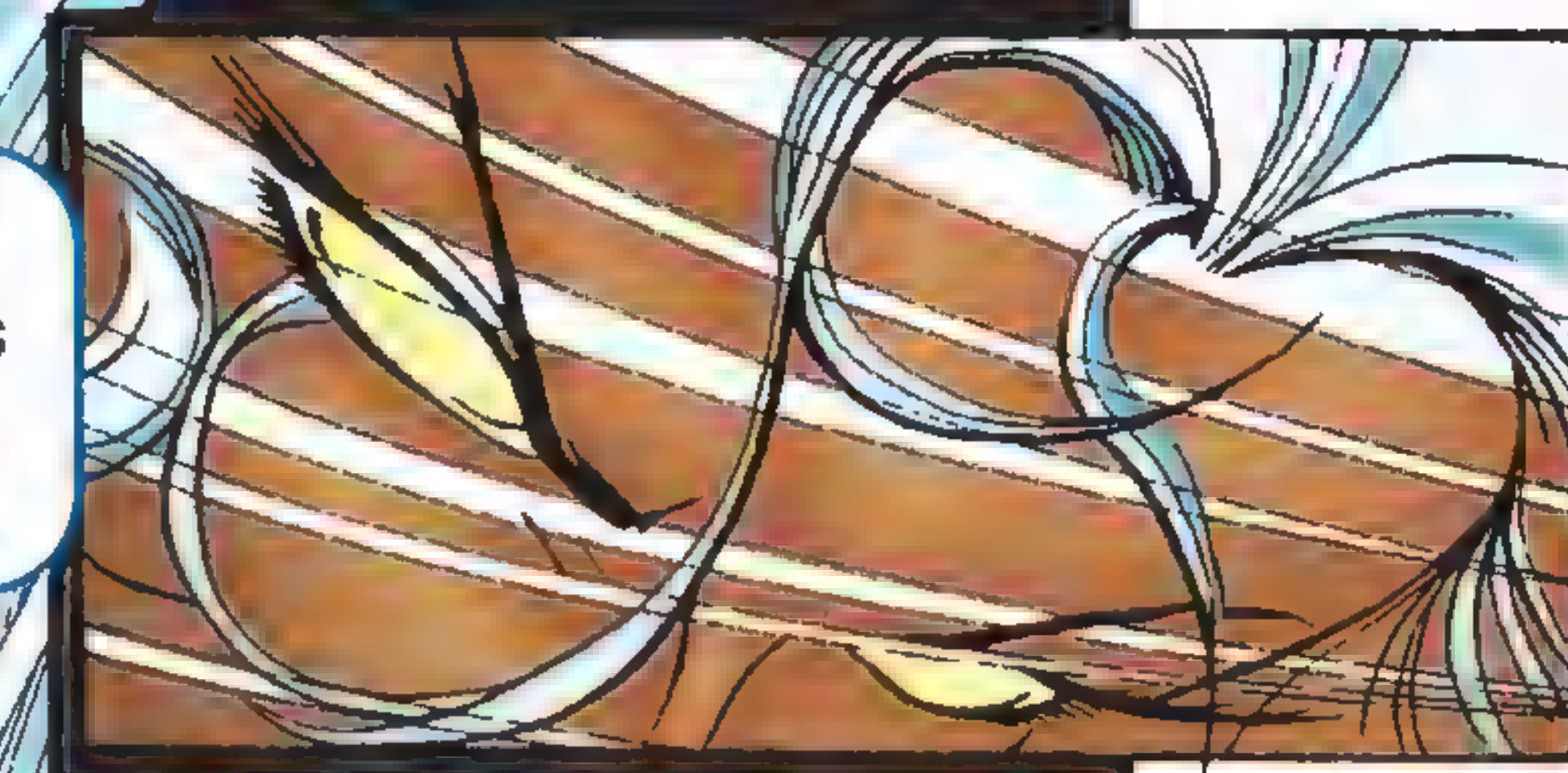


FOR I'M BARELY
CONSCIOUS, I'M
HELPLESS, AND
COMPLETELY IN
CONTROL OF THE
INCREDIBLE HULK...

...WHO IS, IN TURN,
COMPLETELY UNDER
THE CONTROL OF
THE MYSTERIOUS
ENTITY KNOWN AS
ONSLAUGHT.

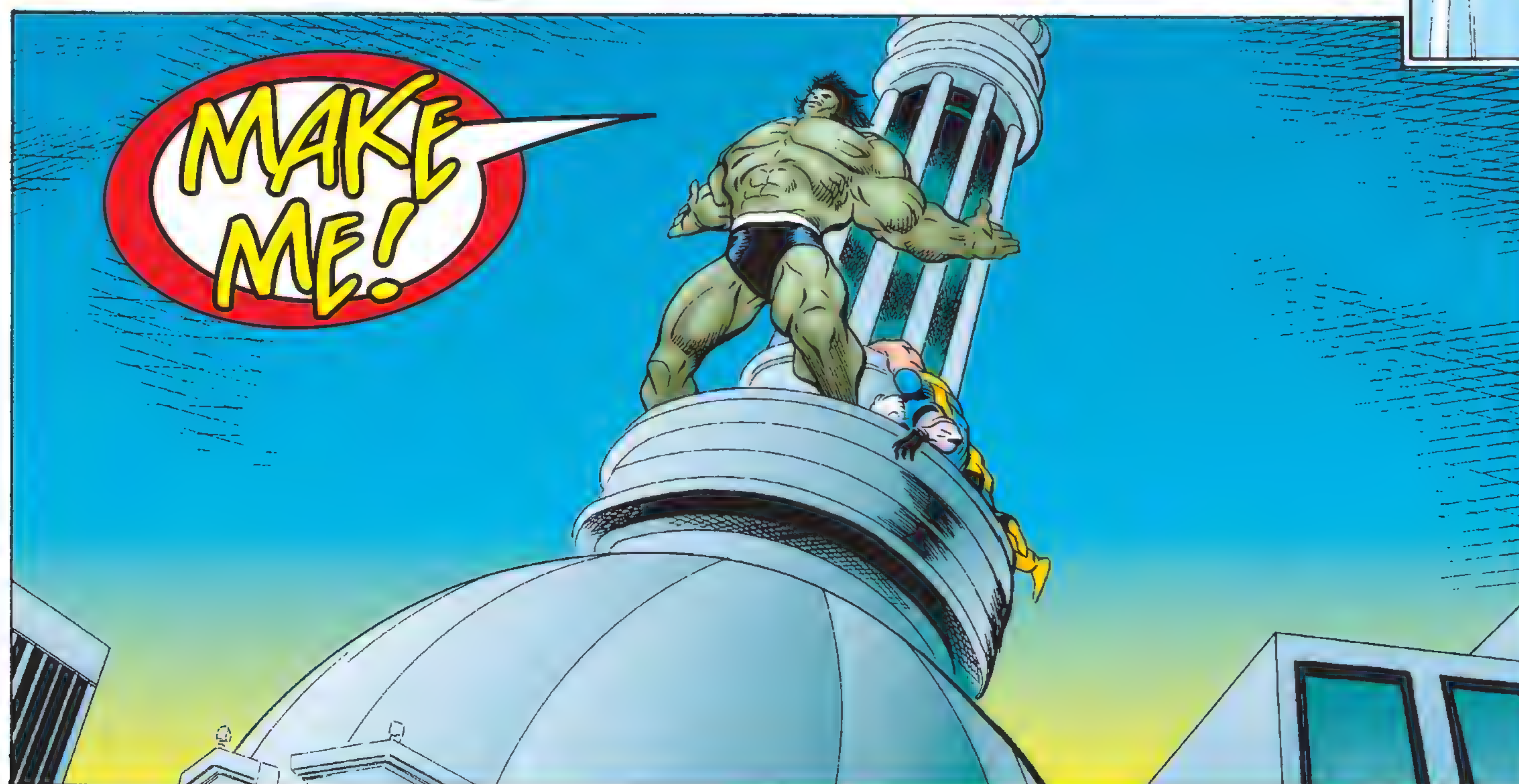


BUT STORM, FOR HER PART,
REMAINS IN CONTROL OF THE
ELEMENTS... INCLUDING WINDS
THAT CAN OVERWHELM AND
FORCE DOWN EVEN THE GAMMA-
SPAWNED FORM OF THE HULK.



HULK!
YOU ARE
NOT IN
YOUR RIGHT
MIND!

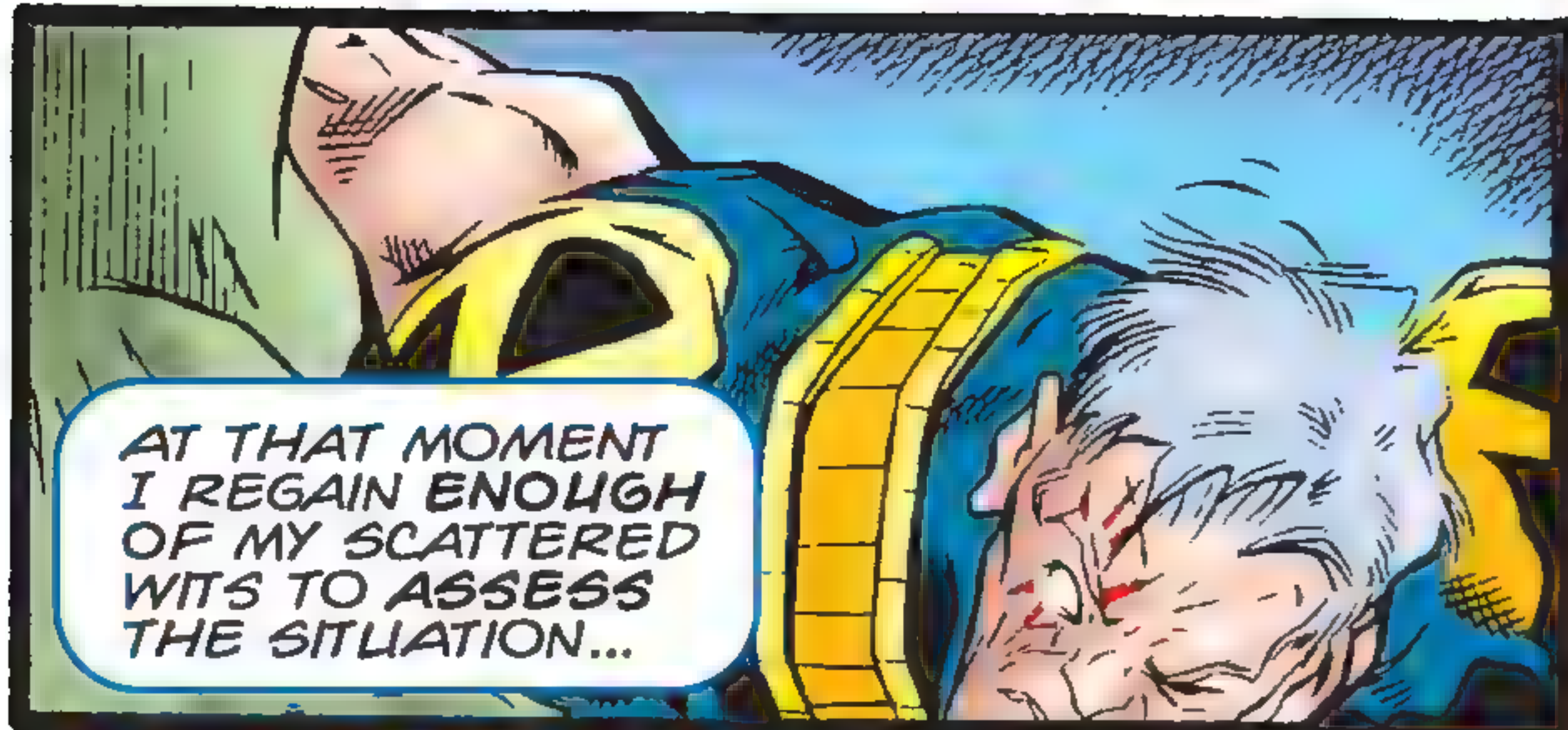
NONETHELESS,
MY CONSIDERATION
WILL ONLY EXTEND
SO FAR. RELEASE
CABLE, NOW!



MAKE
ME!



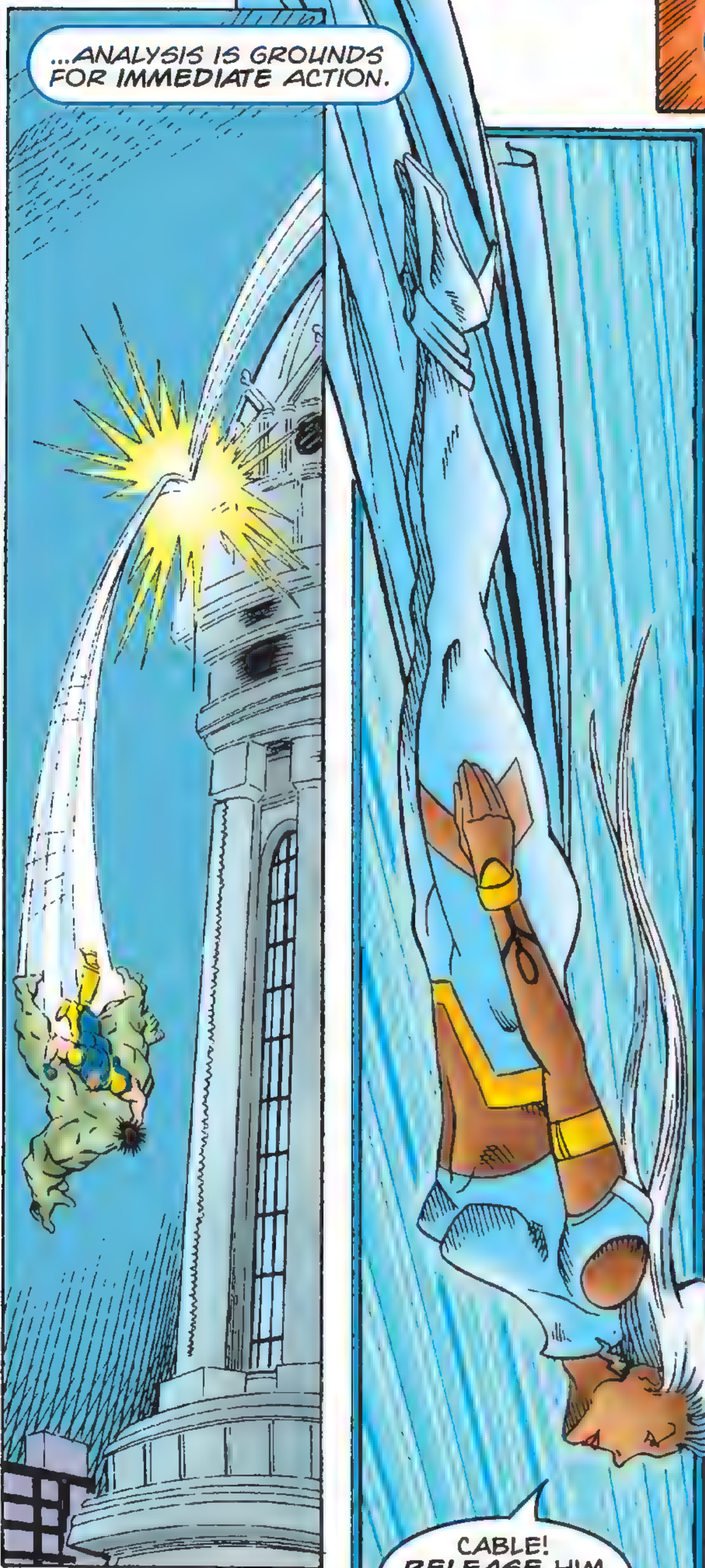
THOOM



AT THAT MOMENT
I REGAIN ENOUGH
OF MY SCATTERED
WITS TO ASSESS
THE SITUATION...



AND FOR
ME...

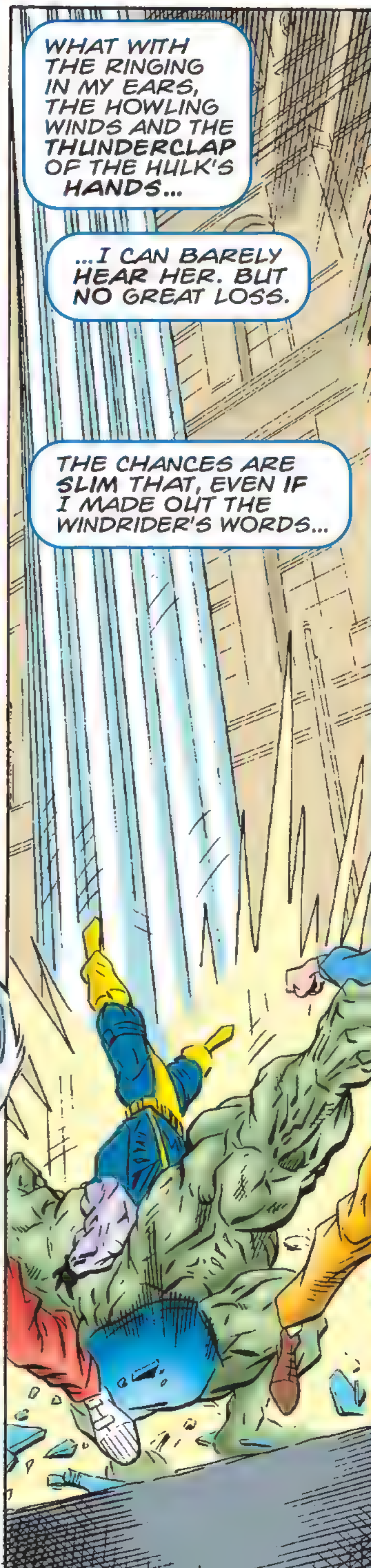


...ANALYSIS IS GROUNDS
FOR IMMEDIATE ACTION.



CABLE!
RELEASE HIM
AND GET
CLEAR!

GIVE ME
ROOM TO
ATTACK!



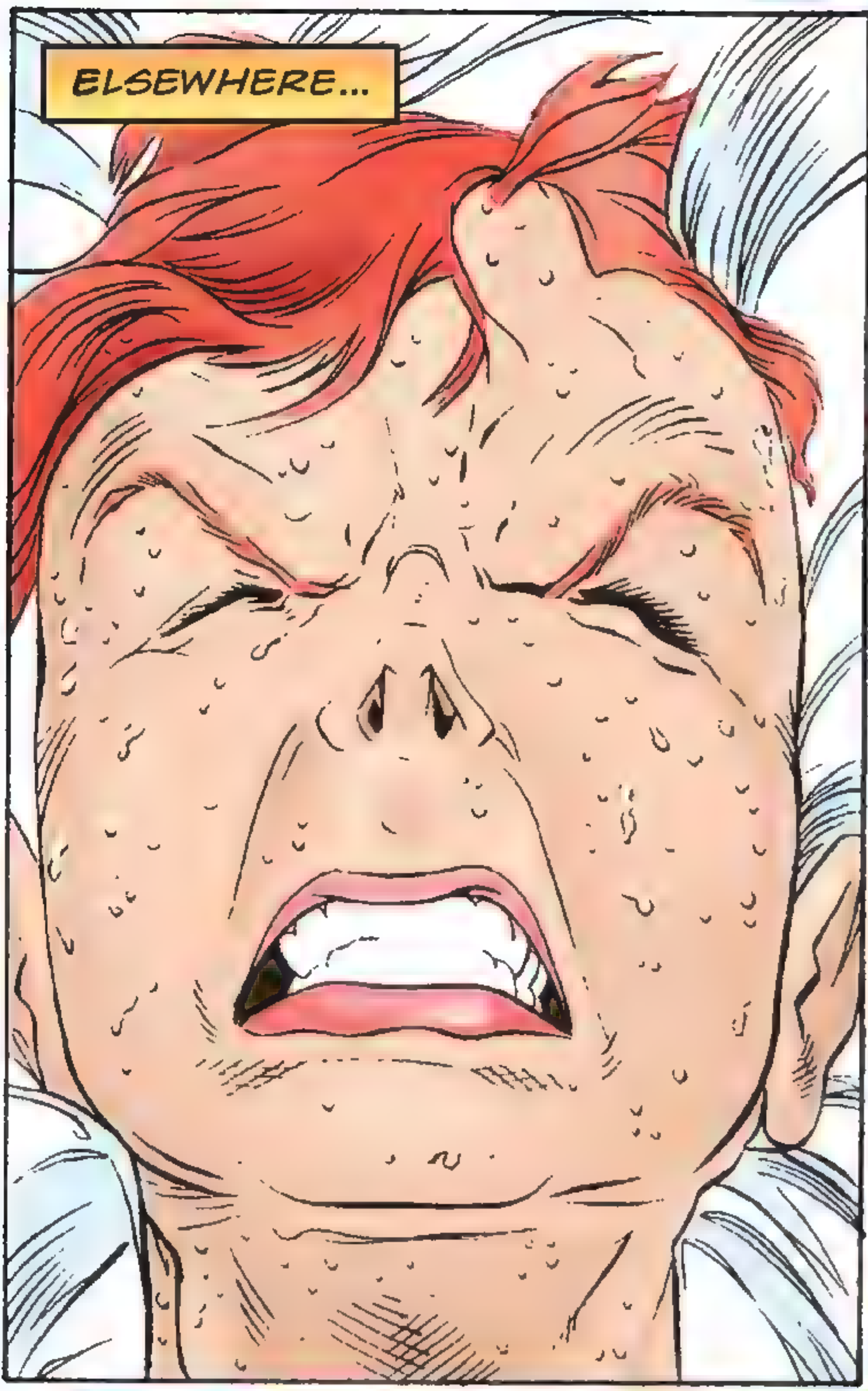
WHAT WITH
THE RINGING
IN MY EARS,
THE HOWLING
WINDS AND THE
THUNDERCLAP
OF THE HULK'S
HANDS...

...I CAN BARELY
HEAR HER. BUT
NO GREAT LOSS.

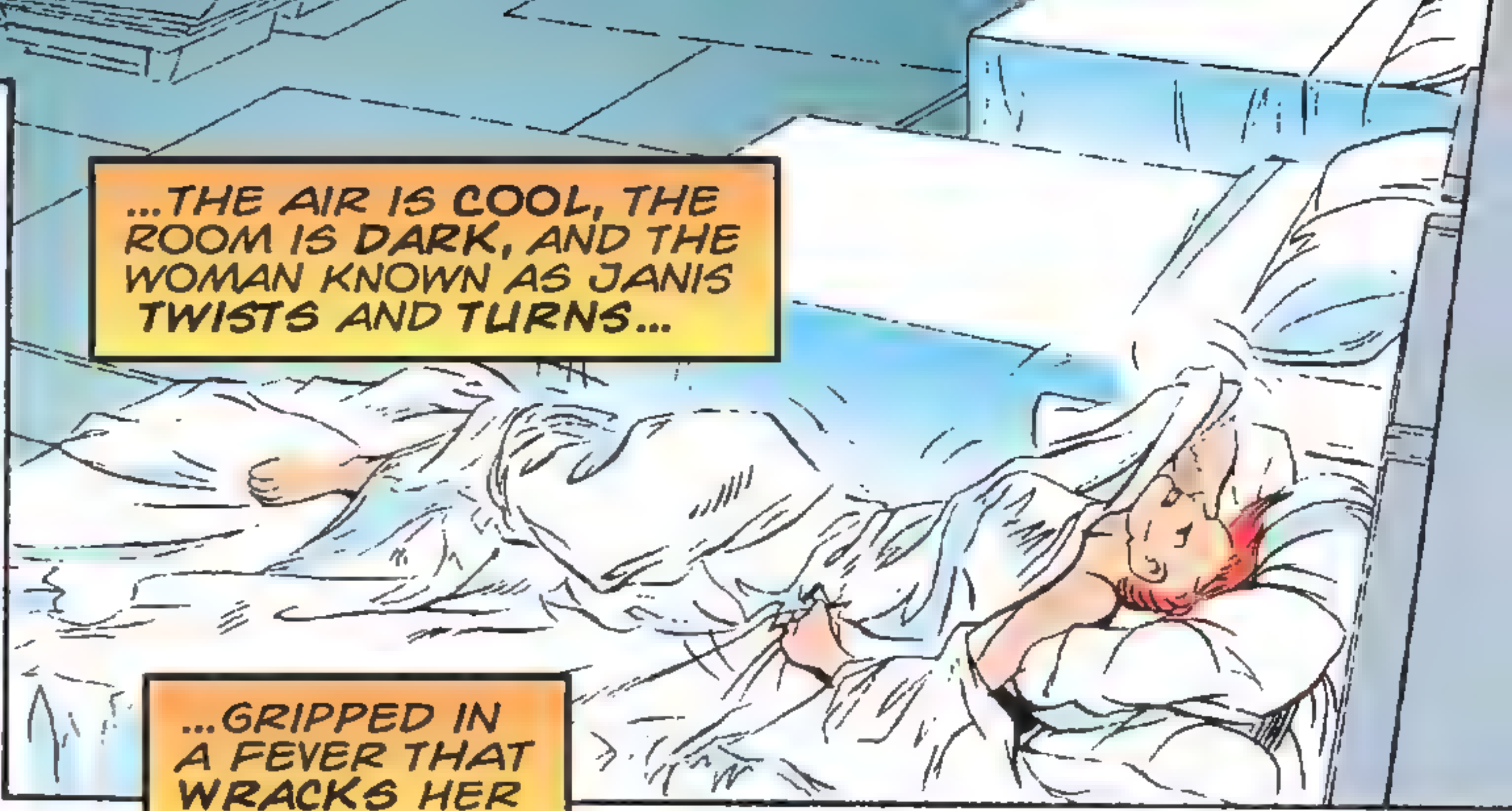
THE CHANCES ARE
SLIM THAT, EVEN IF
I MADE OUT THE
WINDRIDER'S WORDS...



...IT WOULD HAVE
MADE MUCH
DIFFERENCE IN
THE LONG RUN.



ELSEWHERE...



...THE AIR IS COOL, THE ROOM IS DARK, AND THE WOMAN KNOWN AS JANIS TWISTS AND TURNS...

...GRIPPED IN A FEVER THAT WRACKS HER BODY.

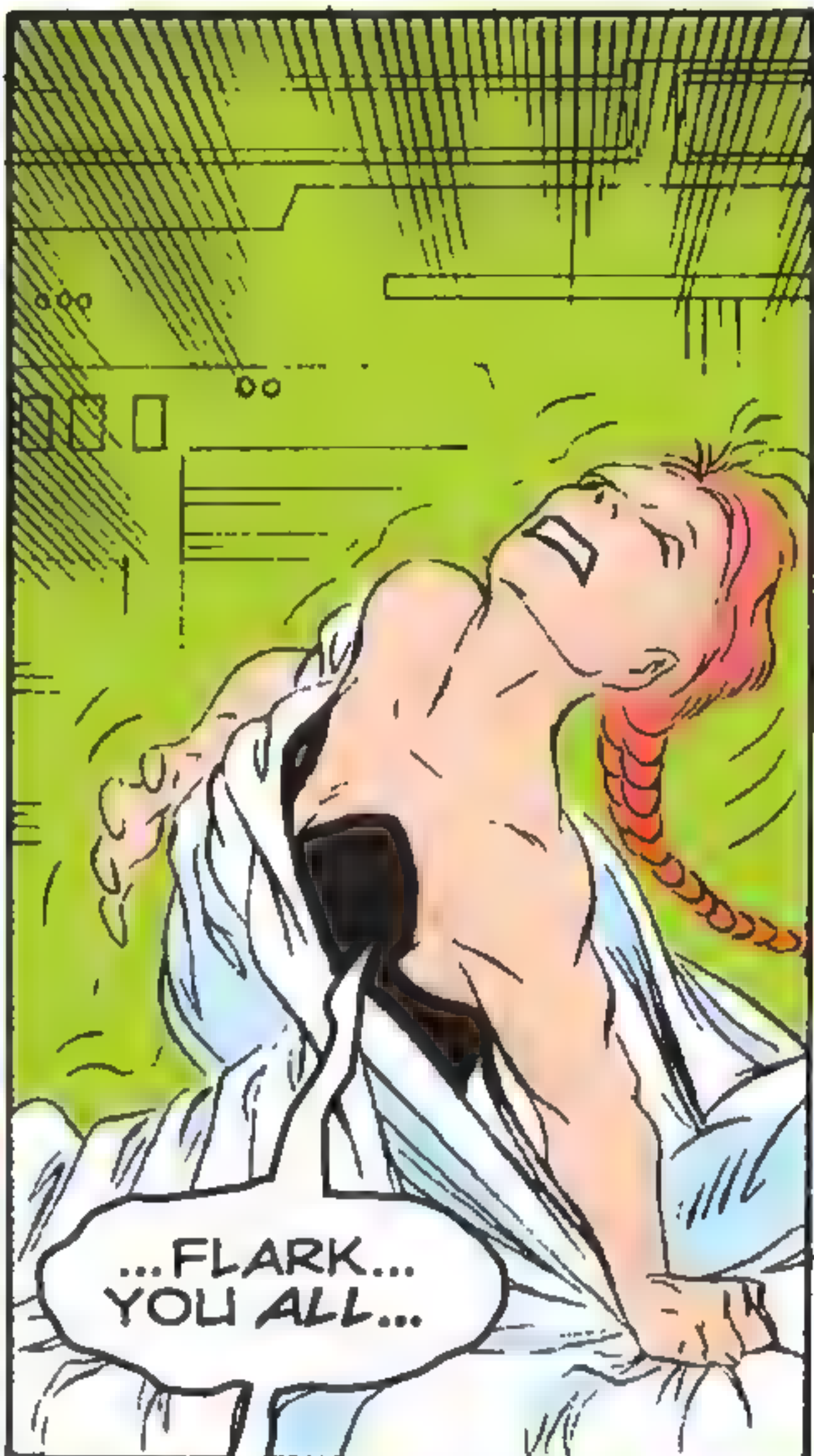


GET YOUR ACT TOGETHER, GIRL! YOU HAVE WORK TO DO!

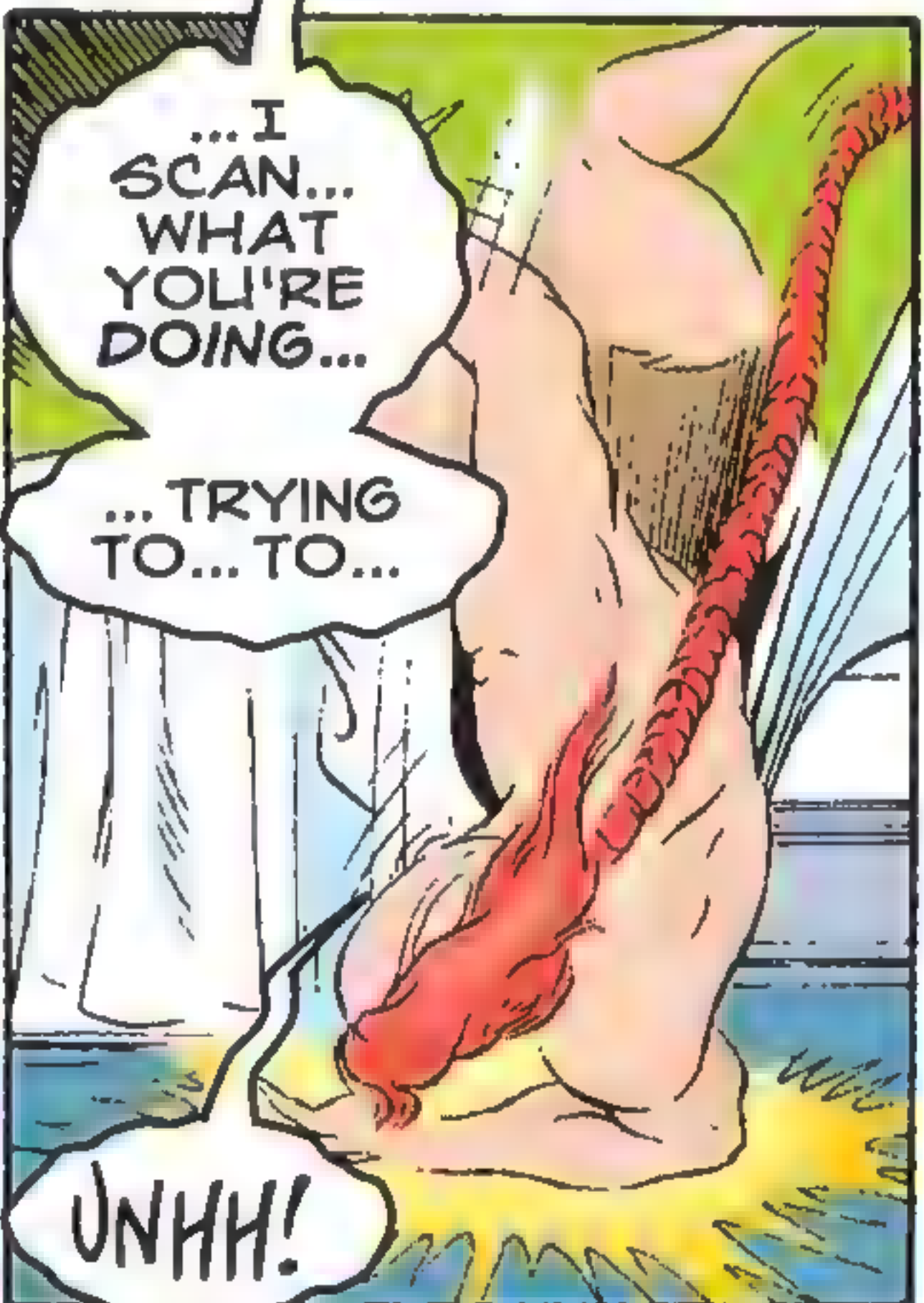
SHE'S WEAK... WEAK... WEAK AS ALL HER KIND...

JANIS... JANIS, SNAP OUT OF IT...

FL... FLARK YOU... MAESTRO...



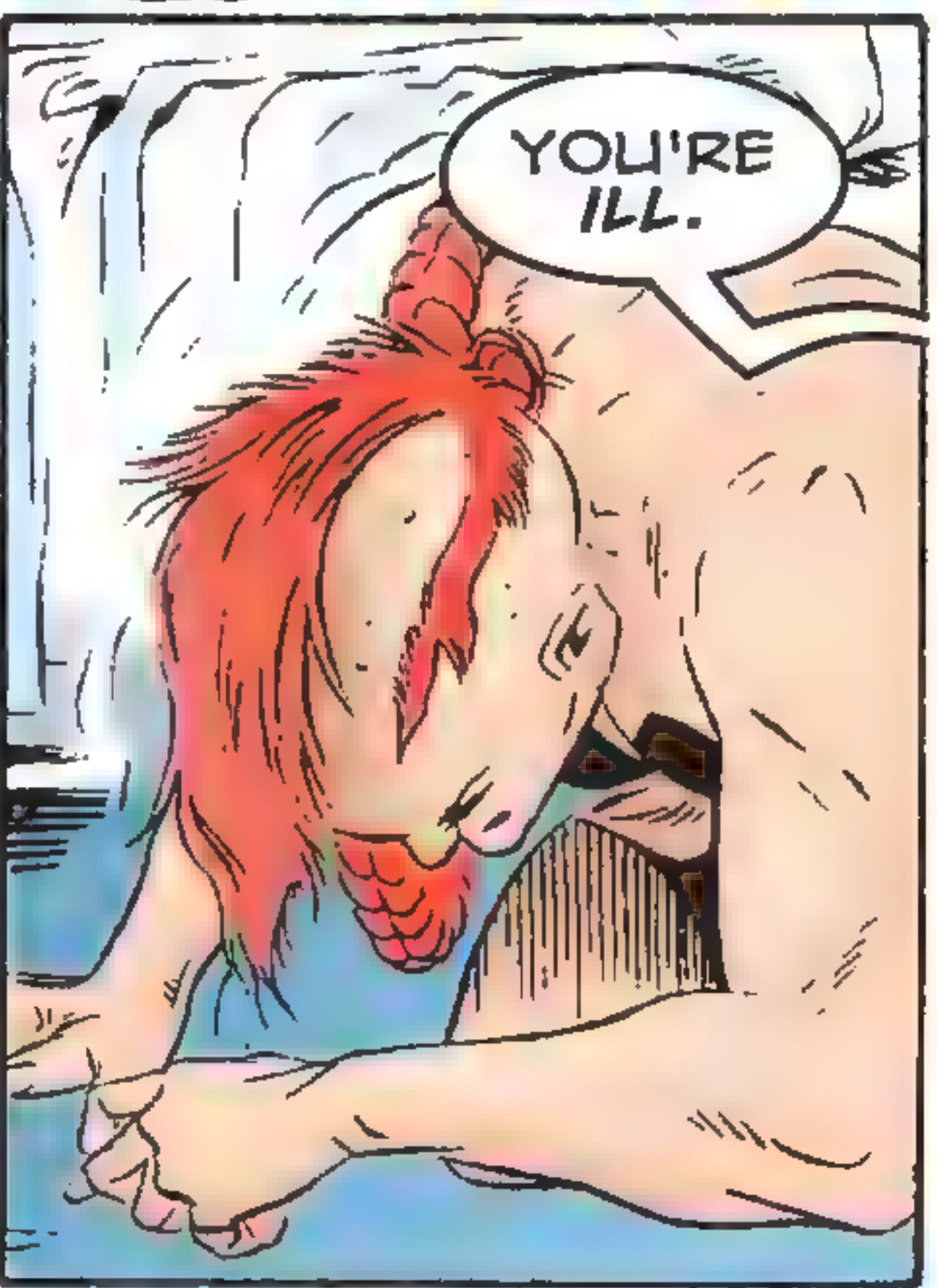
...FLARK... YOU ALL...



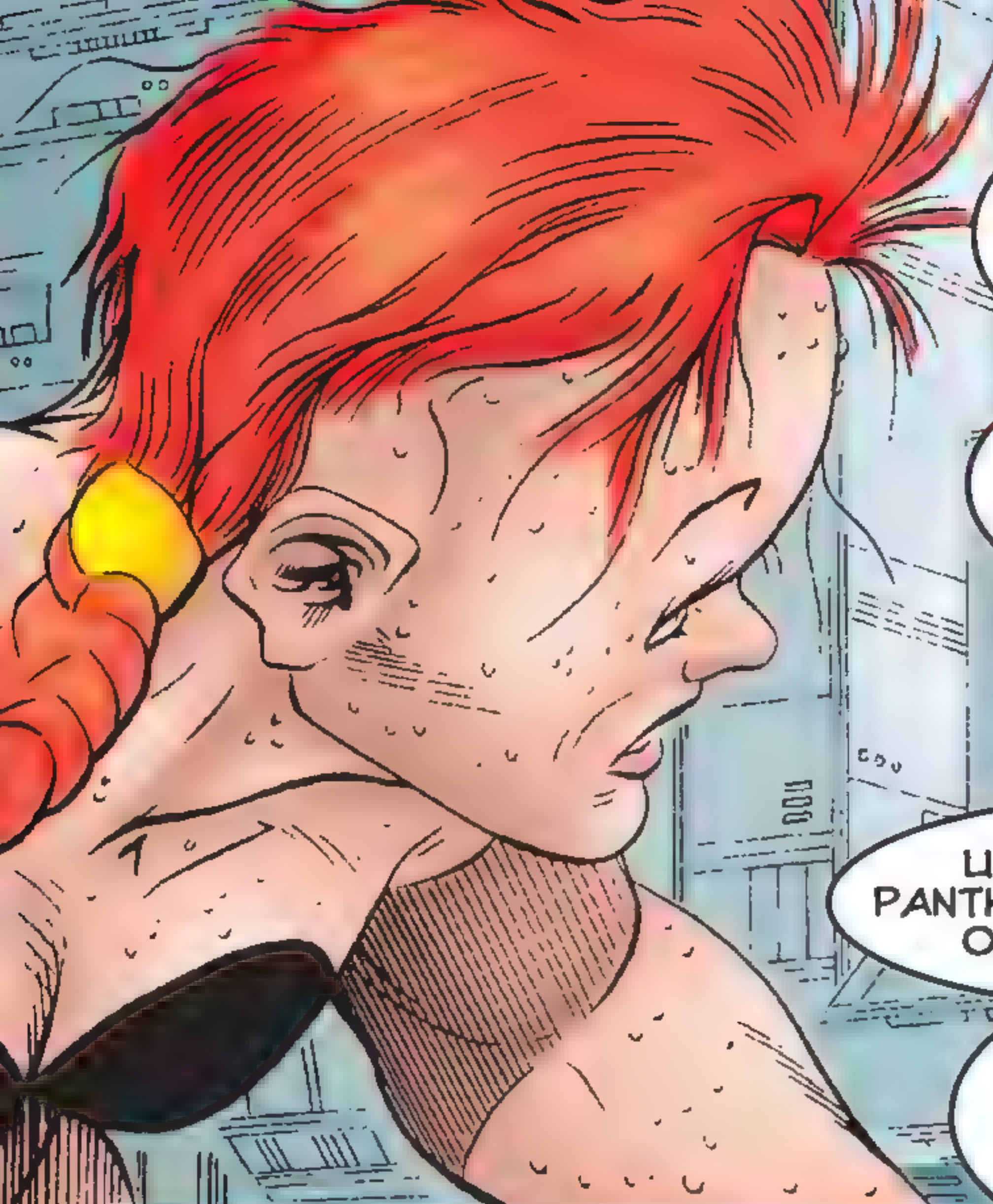
...I SCAN... WHAT YOU'RE DOING...

...TRYING TO... TO...

UNHH!



YOU'RE ILL.



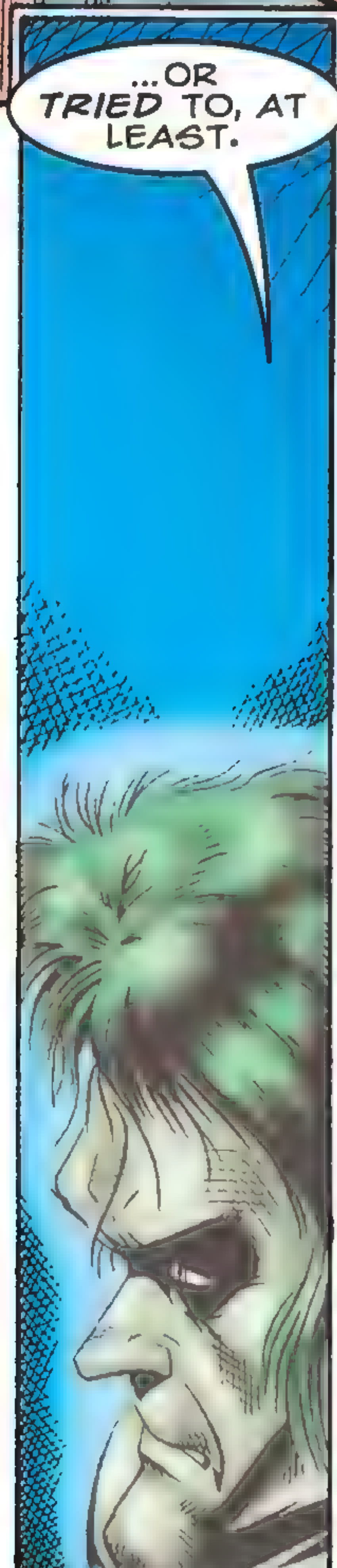
I...
I KNOW...
FROM THE TIME
TRAVEL... AND...
AND THE COLD
WATER...

...WHERE...
WHERE'S THIS
PLACE... YOU
BROUGHT
ME..?

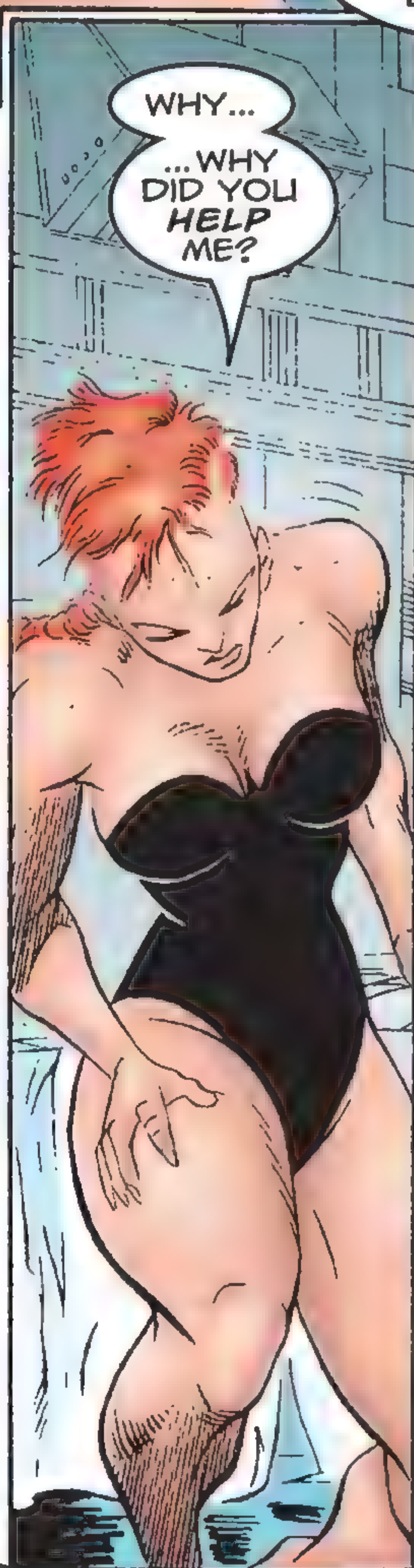


UNDERGROUND
PANTHEON SAFEHOUSE,
ONE OF MANY.

USED ONE
SIMILAR TO
IT... TO ESCAPE
THE BOMB
BLAST...



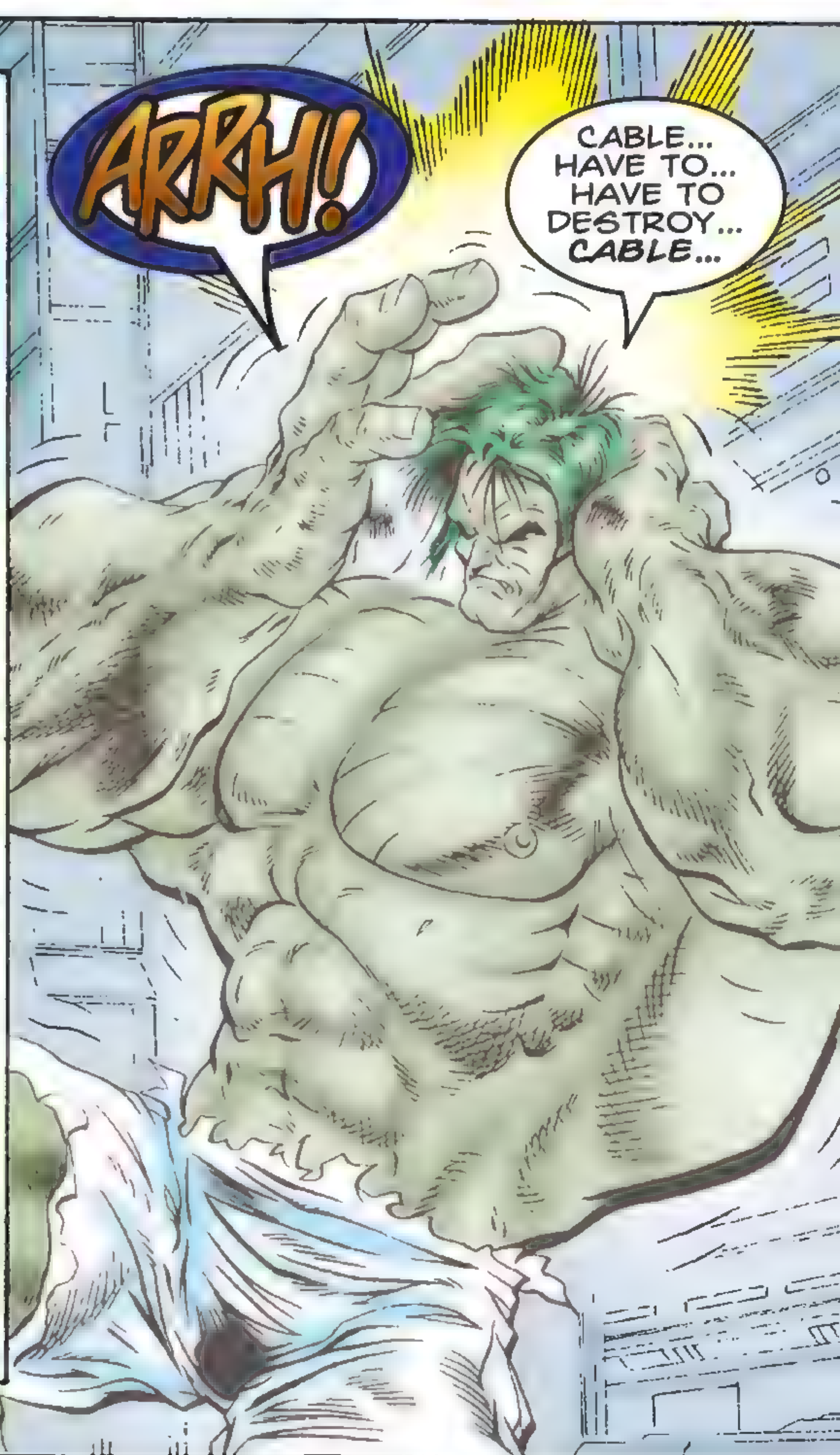
...OR
TRIED TO, AT
LEAST.



WHY...
...WHY
DID YOU
HELP
ME?

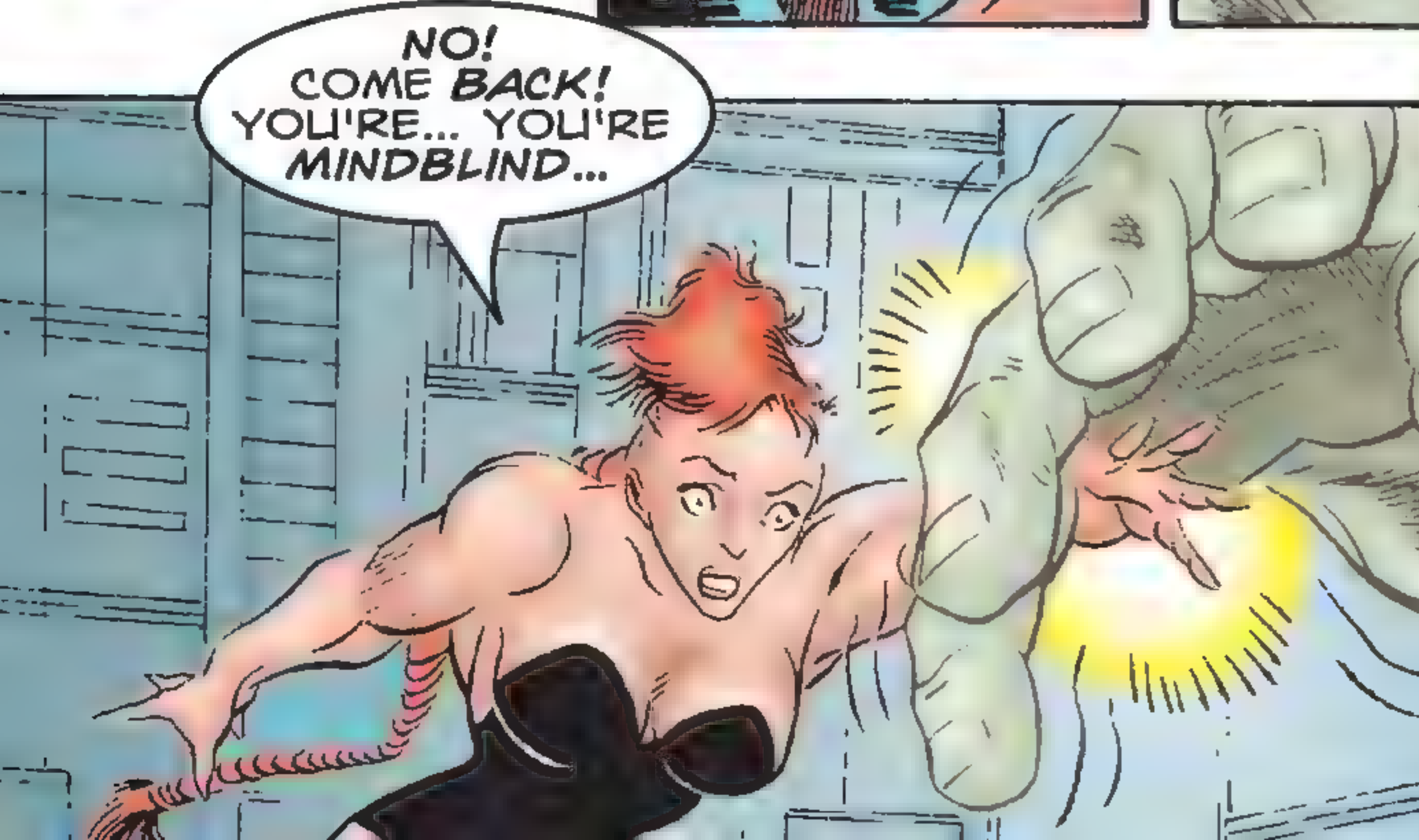


BECAUSE...
IT AMUSES
ME.

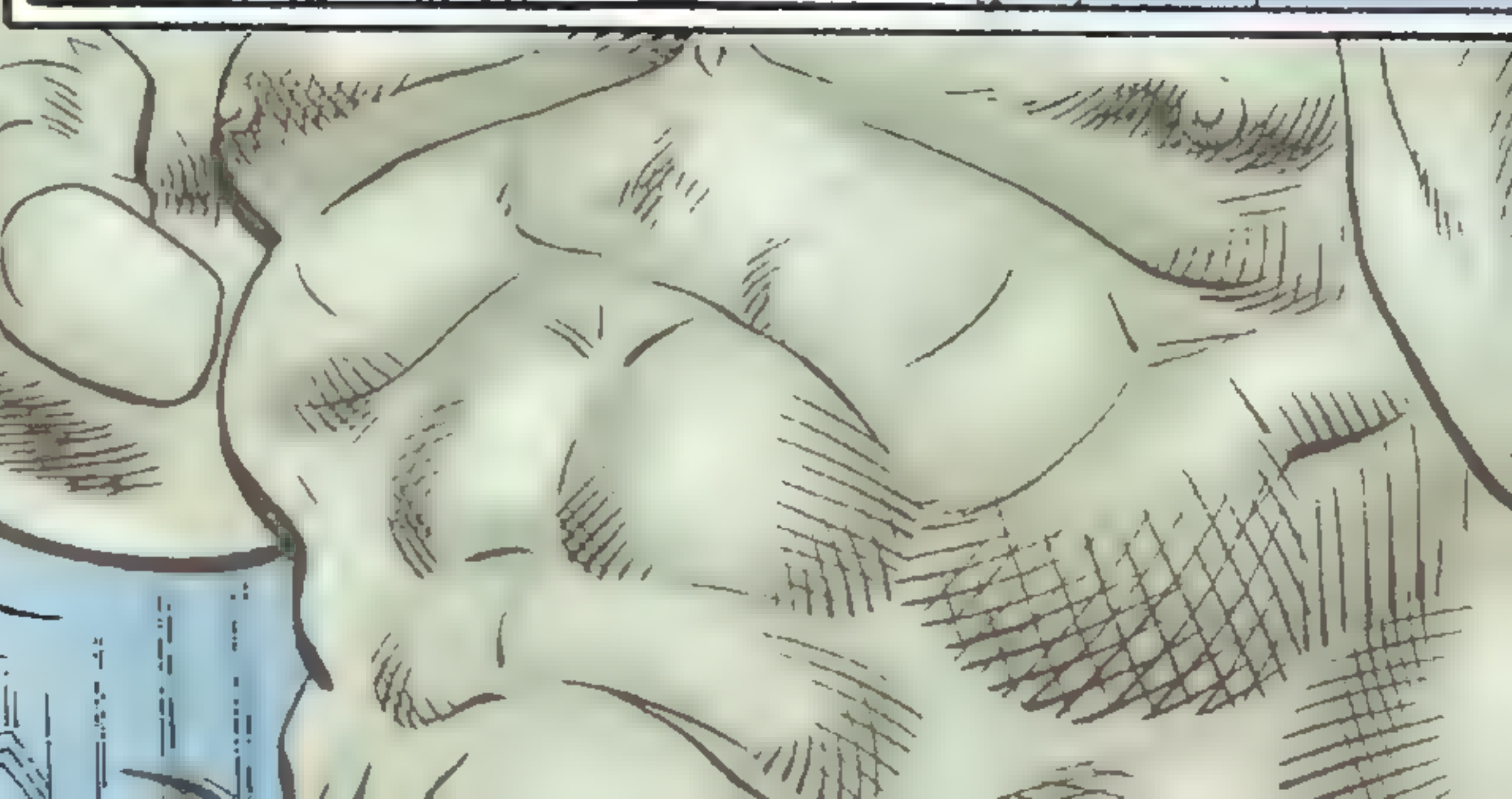


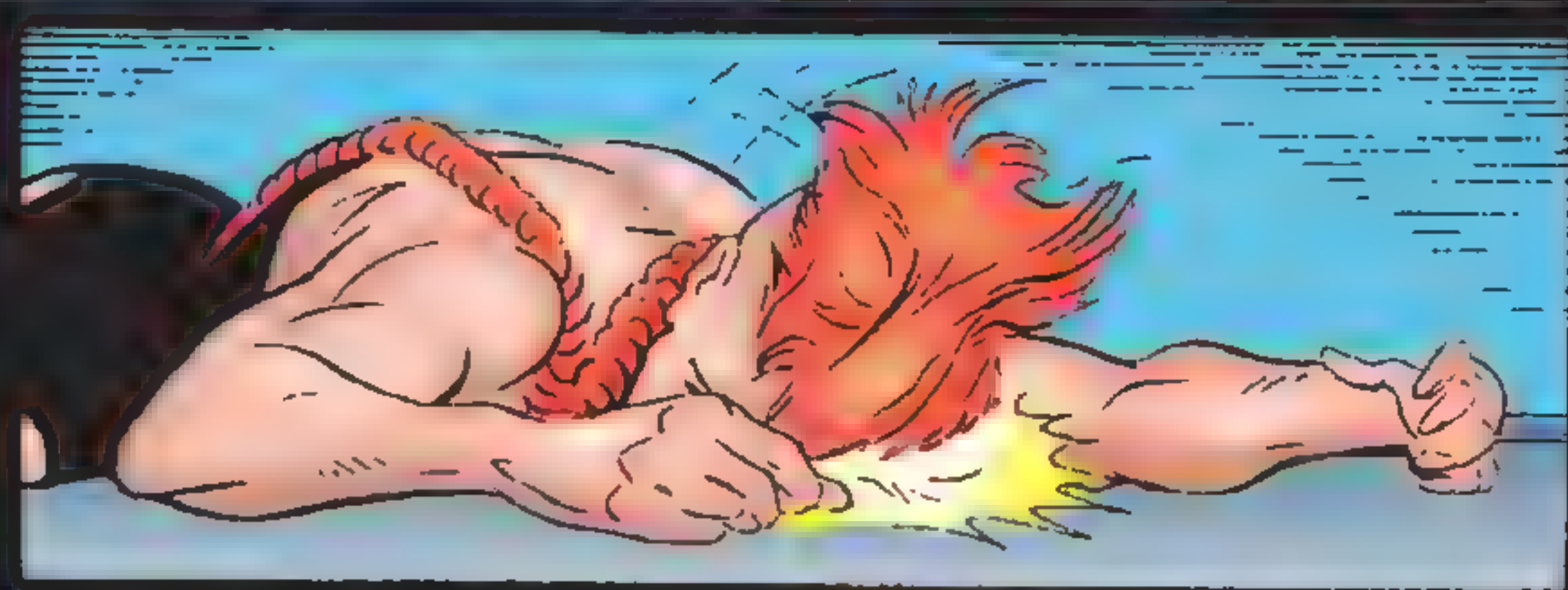
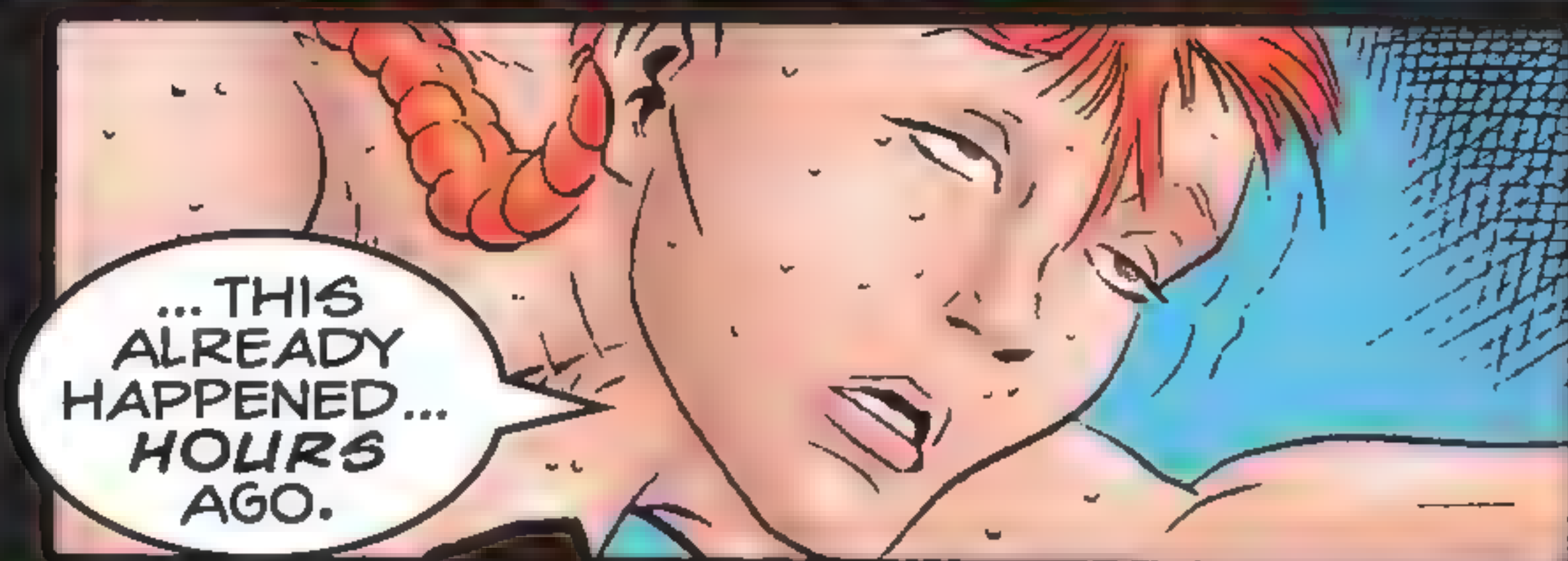
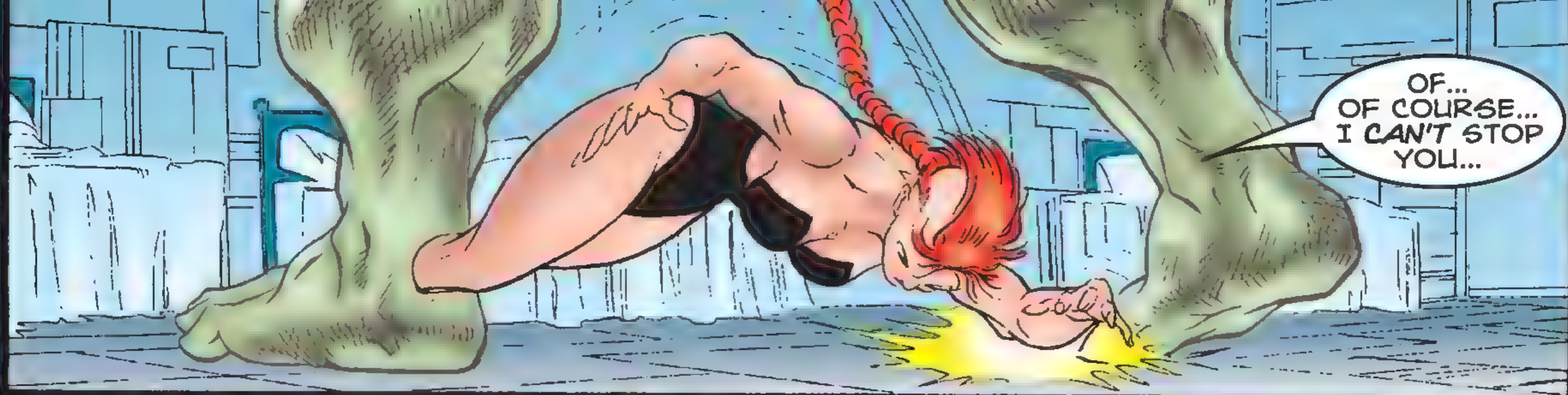
ARRH!

CABLE...
HAVE TO...
HAVE TO
DESTROY...
CABLE...



NO!
COME BACK!
YOU'RE... YOU'RE
MINDBLIND...





HIS ROAR IS
OVERPOWERING,
HIS BREATH
EVEN MORE SO...

...AND I KNOW WITH
UTTER CERTAINTY
THAT THIS IS IT.

BUT "IT" DOESN'T COME...
AND I'VE NO IDEA WHY.

I KNOW THE HULK
ISN'T OF A MIND TO
TOY WITH ME.

HE ISN'T OF
A MIND AT ALL,
REALLY.

AND THEN I
SEE THE HULK'S
ATTENTION
CAPTIVATED BY...

BETTI PAIGE

"Betty..?"

Betty...

THERE'S MORE
THAN JUST A PIN-
UP INVOLVED HERE.

THE HULK
ISN'T IN A
DISSIMILAR
POSITION
FROM
MYSELF.

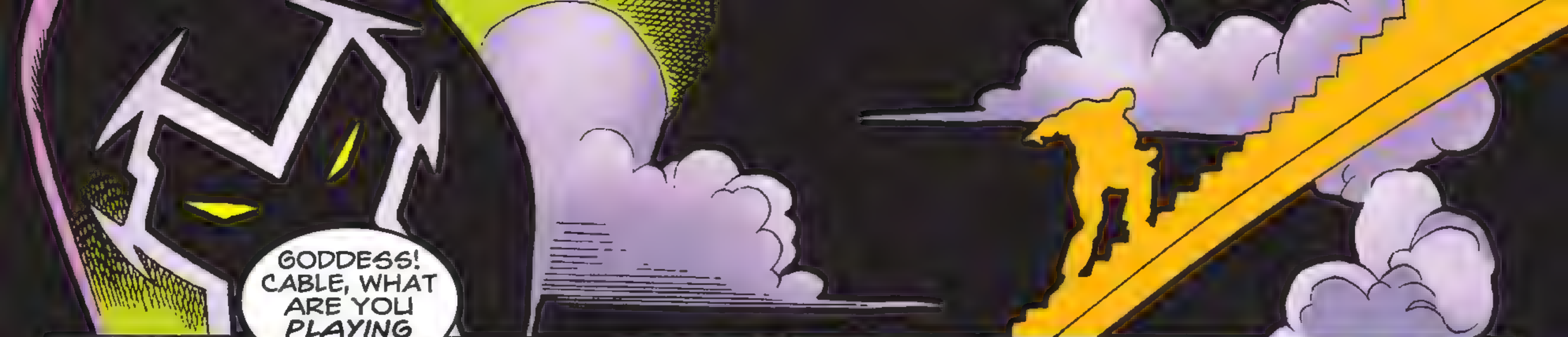
JUST AS I
FIGHT TO KEEP MYSELF
TOGETHER PHYSICALLY...
THE HULK IS TRYING TO
PULL HIMSELF TOGETHER
MENTALLY.

AND AS I
SLAM MY
MIND INTO
HIS, ENTER
HIS "PERSONAL
SPACE," I
FIGURE THE
BEST THING
I CAN DO IS
HELP HIM.

PRESUMING I
SURVIVE LONG
ENOUGH.

YOU
THINK TO
MATCH MINDS
WITH ME, CABLE?
YOU THINK THERE'S
A CONNECTION
BETWEEN THE
TWO OF
YOU?

WELL,
YOU'RE RIGHT.
FOR YOU'RE BOTH
VICTIMS OF...
ONSLAUGHT!



GODDESS!
CABLE, WHAT
ARE YOU
PLAYING
AT?!

THE TECHNO-
VIRUS! IT'S
SPREADING!

CABLE,
COME OUT
OF IT!
CONCENTRATE
ON YOUR
OWN FLIGHT...
BEFORE IT'S...

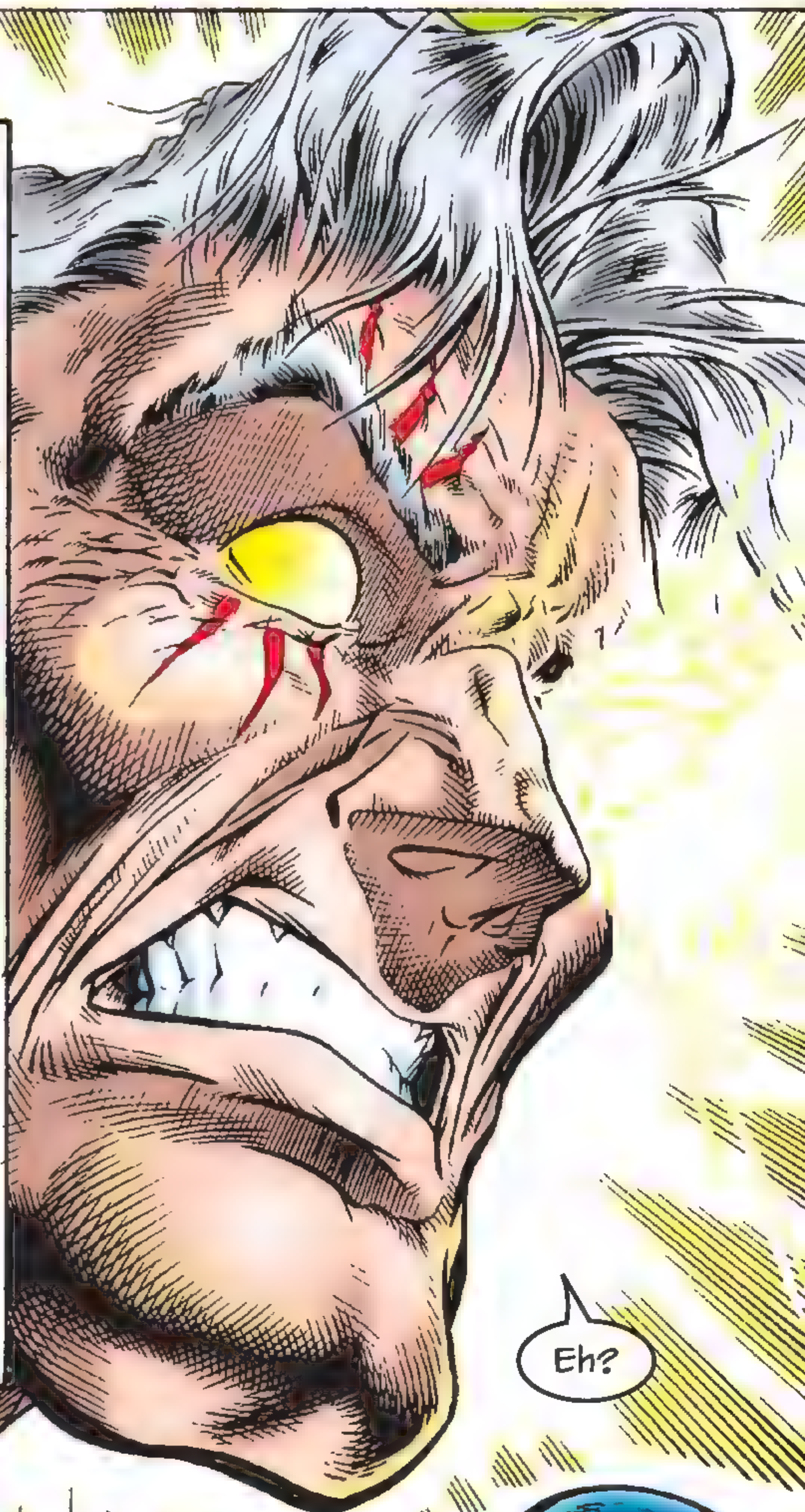
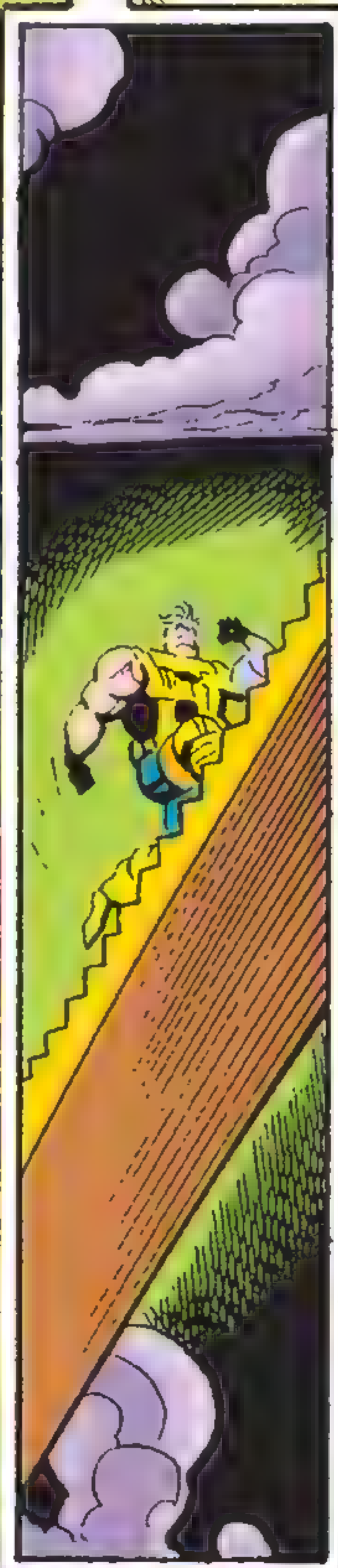


...TOO
LATE, CABLE!
TOO LATE TO
GET AWAY!

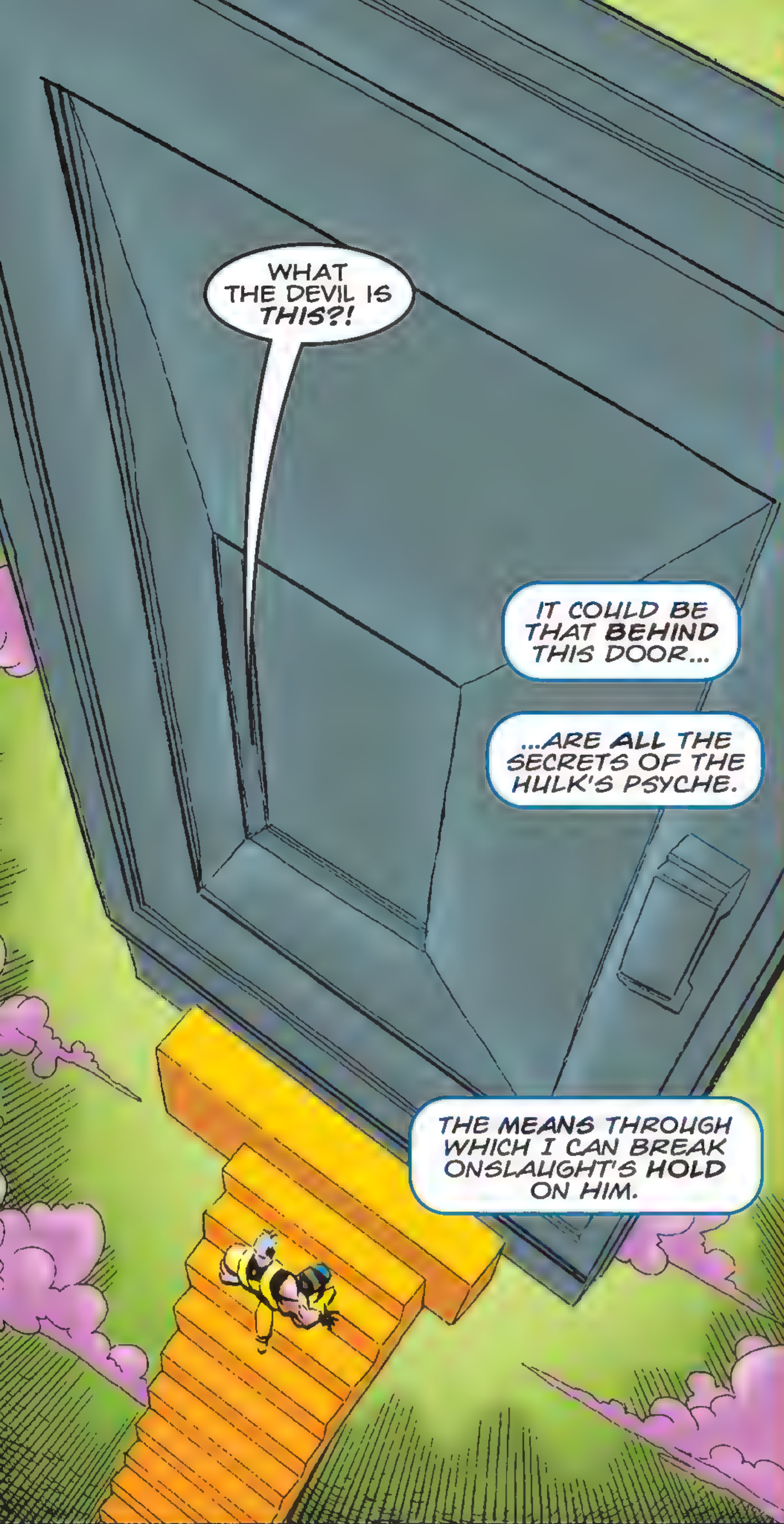
TRUE.

BUT NOT TOO LATE
TO TIME THE BOUNCES
OF THE BOULDER AS
IT ROLLS DOWN THE
STAIRS...

...SO THAT I
CAN PICK THE
RIGHT MOMENT
TO DUCK.



Eh?

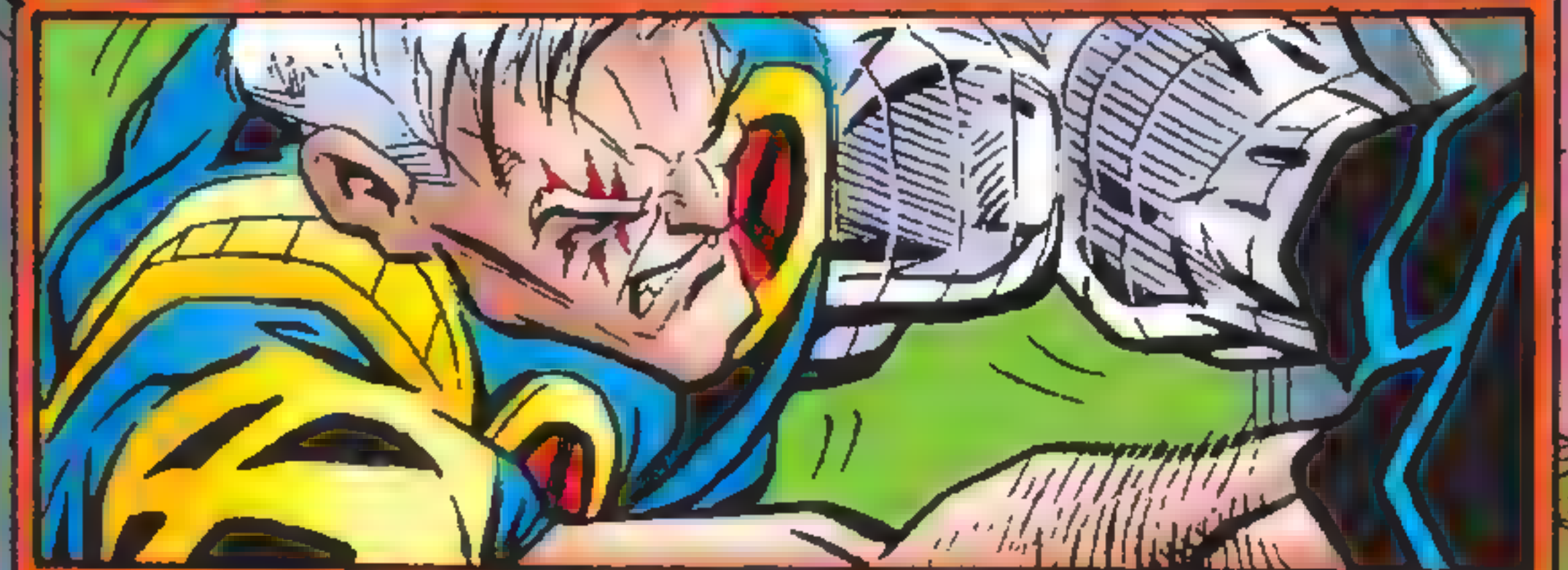
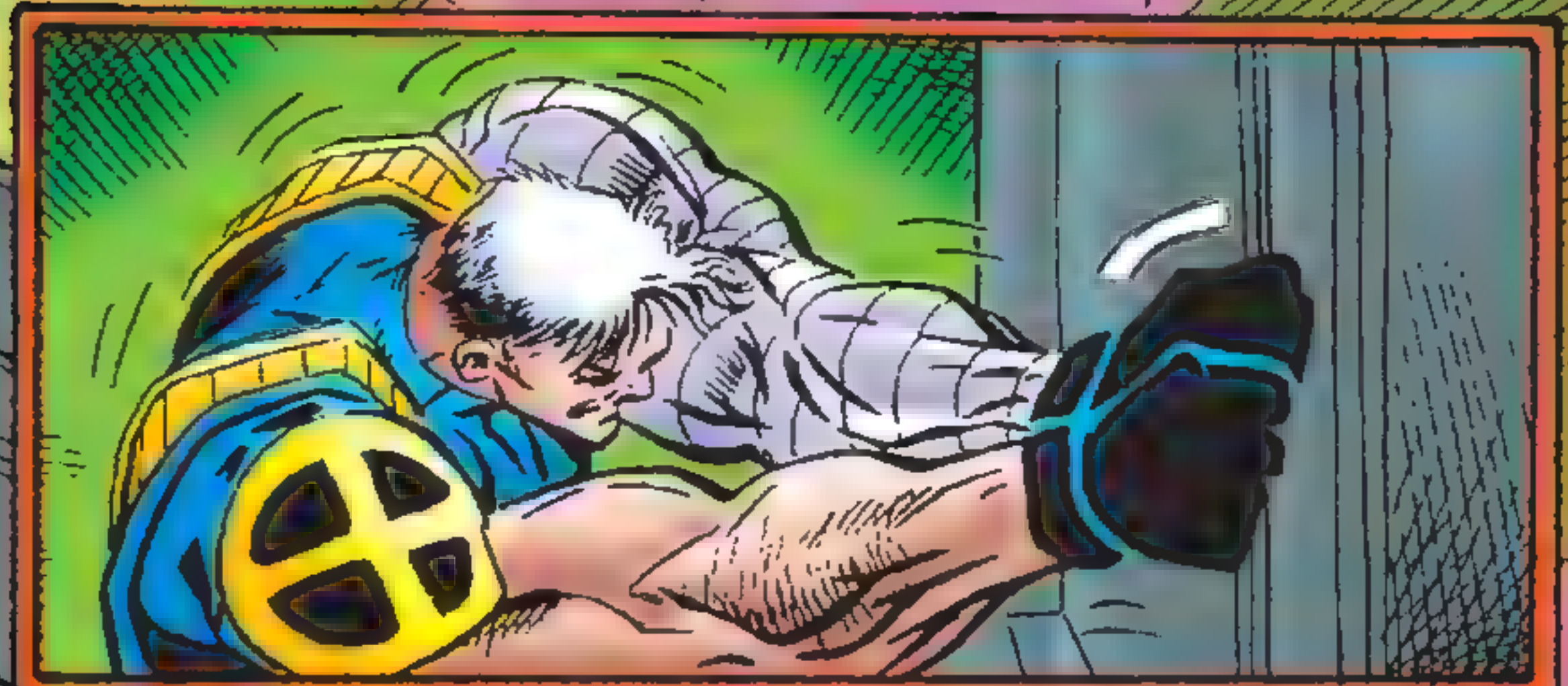


WHAT
THE DEVIL IS
THIS?!

IT COULD BE
THAT BEHIND
THIS DOOR...

...ARE ALL THE
SECRETS OF THE
HULK'S PSYCHE.

THE MEANS THROUGH
WHICH I CAN BREAK
ONSLAUGHT'S HOLD
ON HIM.

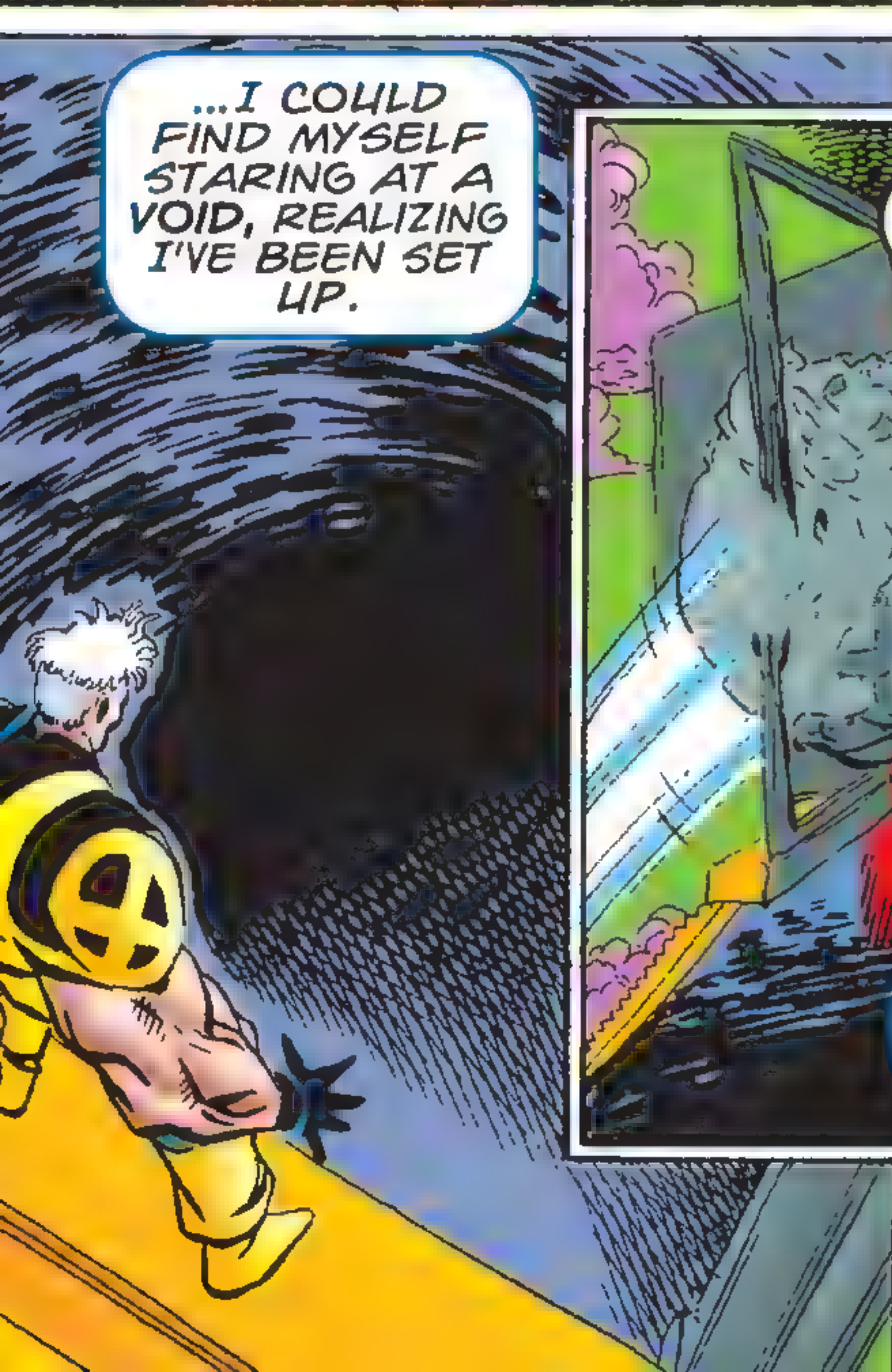


EVEN UNDO THE DAMAGE
THAT ONSLAUGHT'S DONE,
REPAIR THE FRACTURING
OF HIS PERSONALITY.

OR PERHAPS...



...I COULD
FIND MYSELF
STARING AT A
VOID, REALIZING
I'VE BEEN SET
UP.



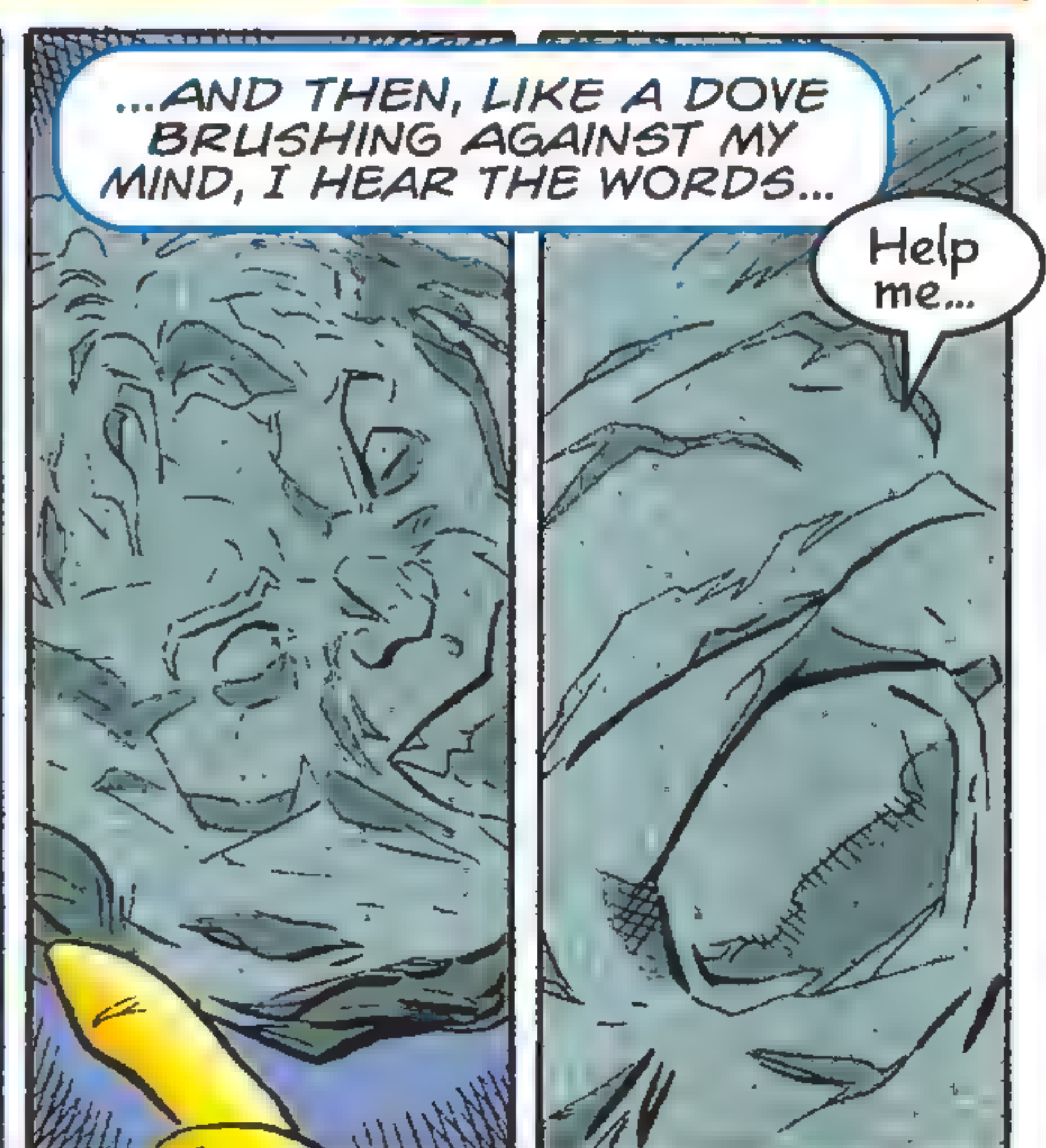
HAH!



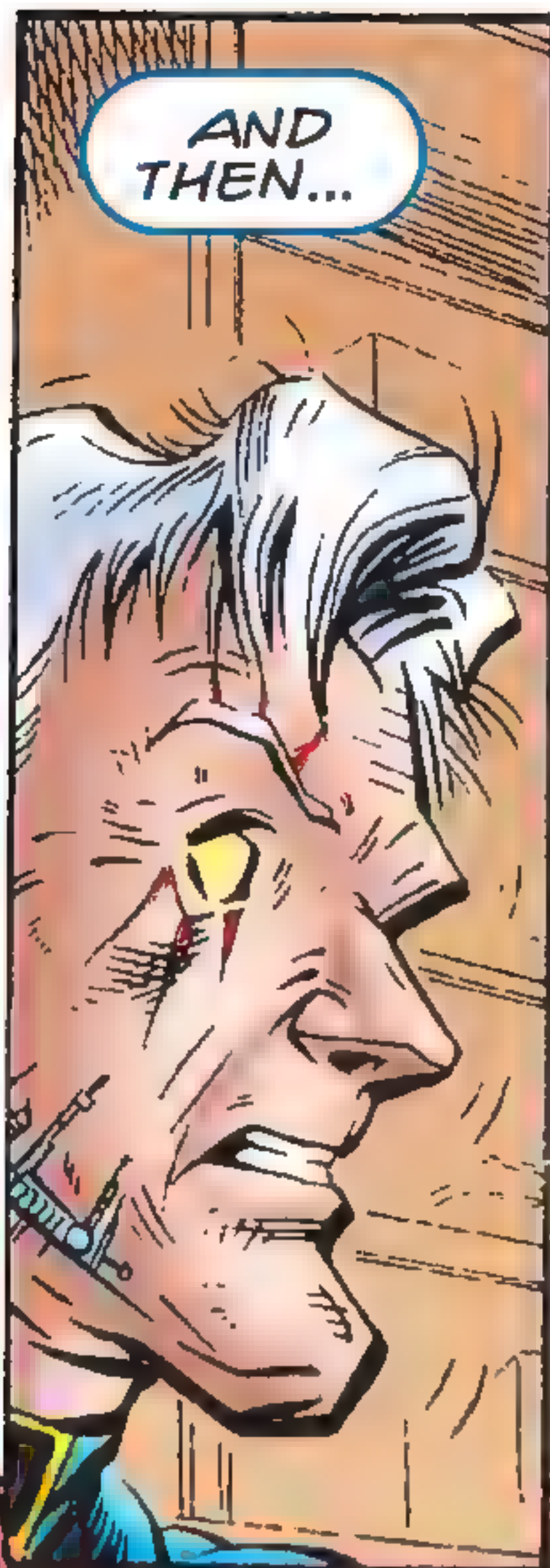
I PLUMMET, THE
ROCK DESCENDING
TOWARDS ME...



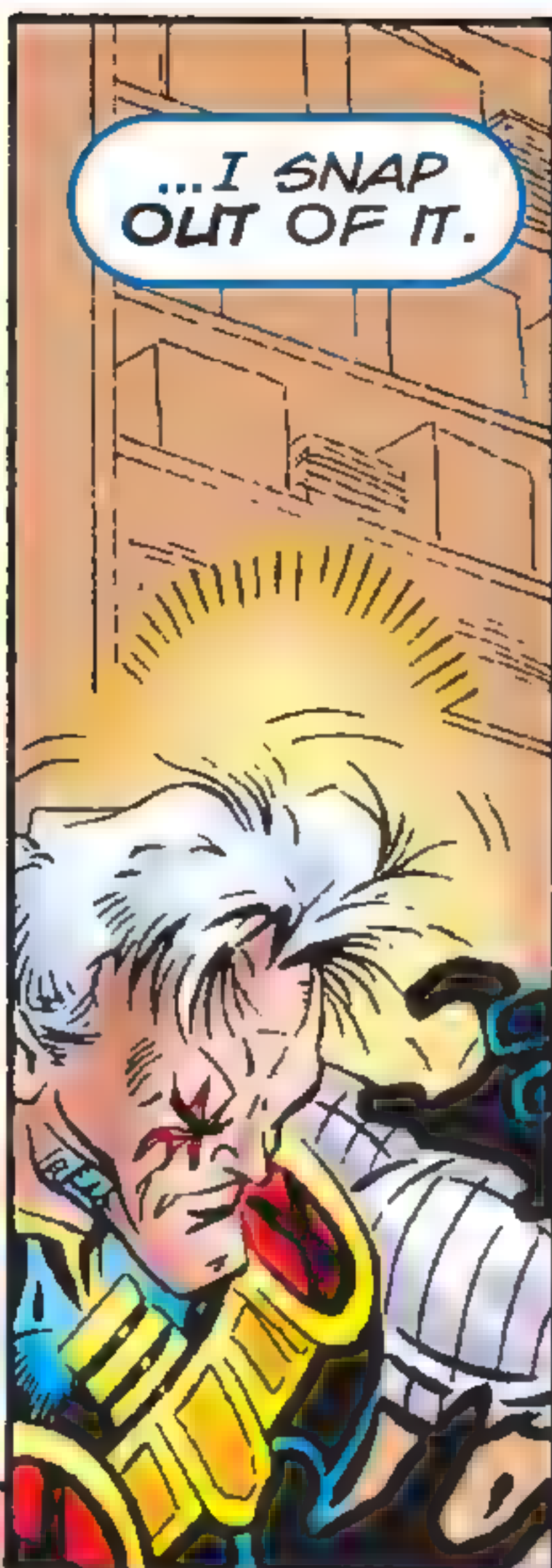
...AND THEN, LIKE A DOVE
BRUSHING AGAINST MY
MIND, I HEAR THE WORDS...



Help
me...



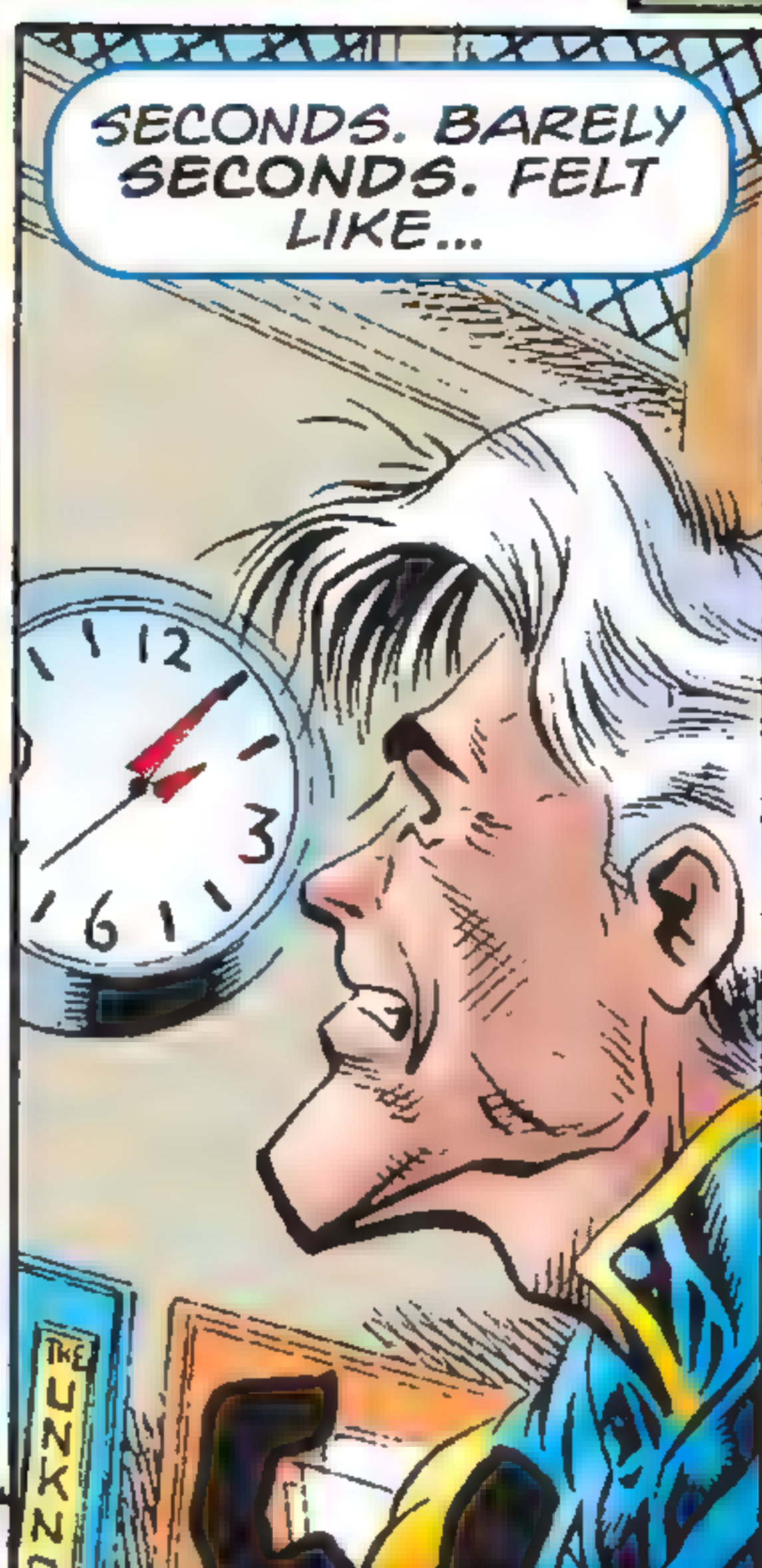
AND THEN...



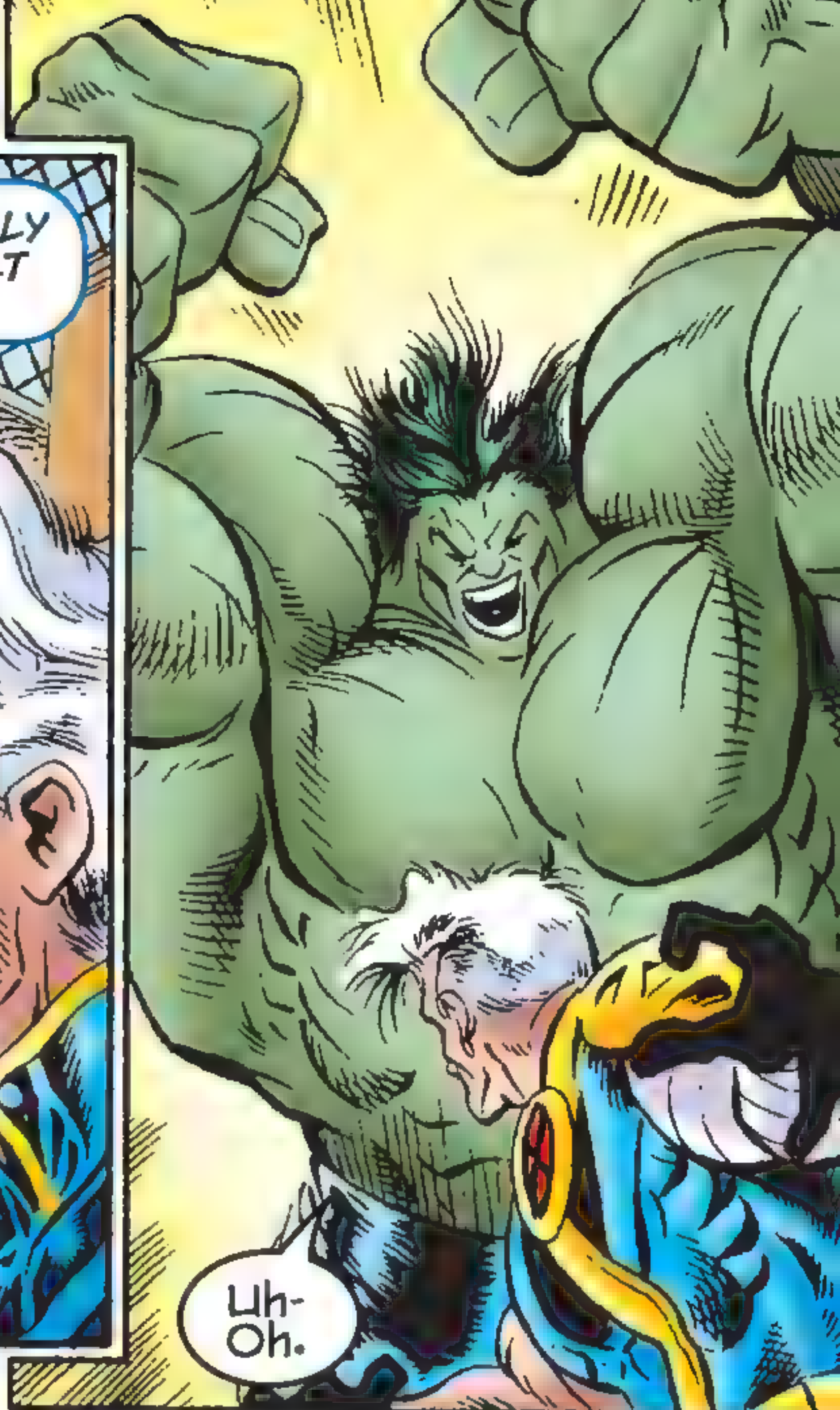
...I SNAP OUT OF IT.



HOW...
HOW LONG...
HOW LONG
WAS I...



SECONDS. BARELY
SECONDS. FELT
LIKE...

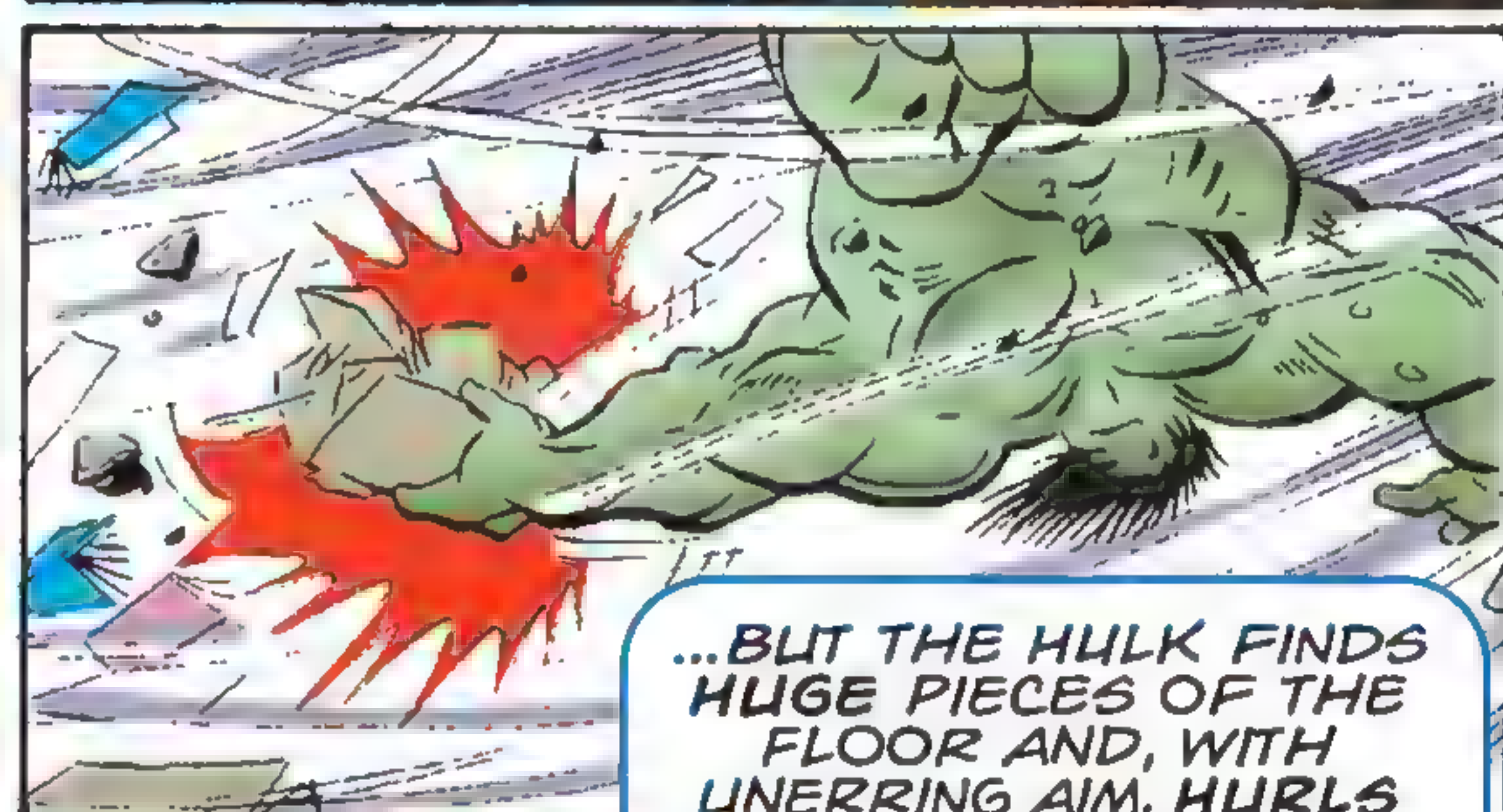
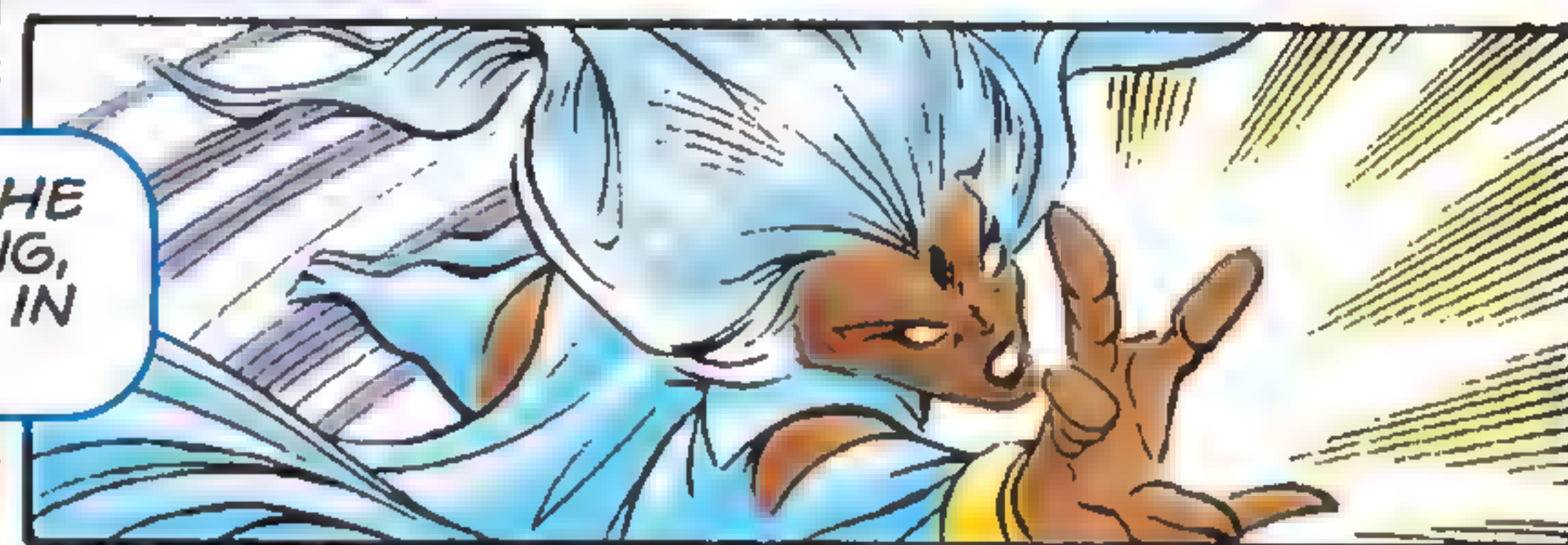


Lh-Oh.

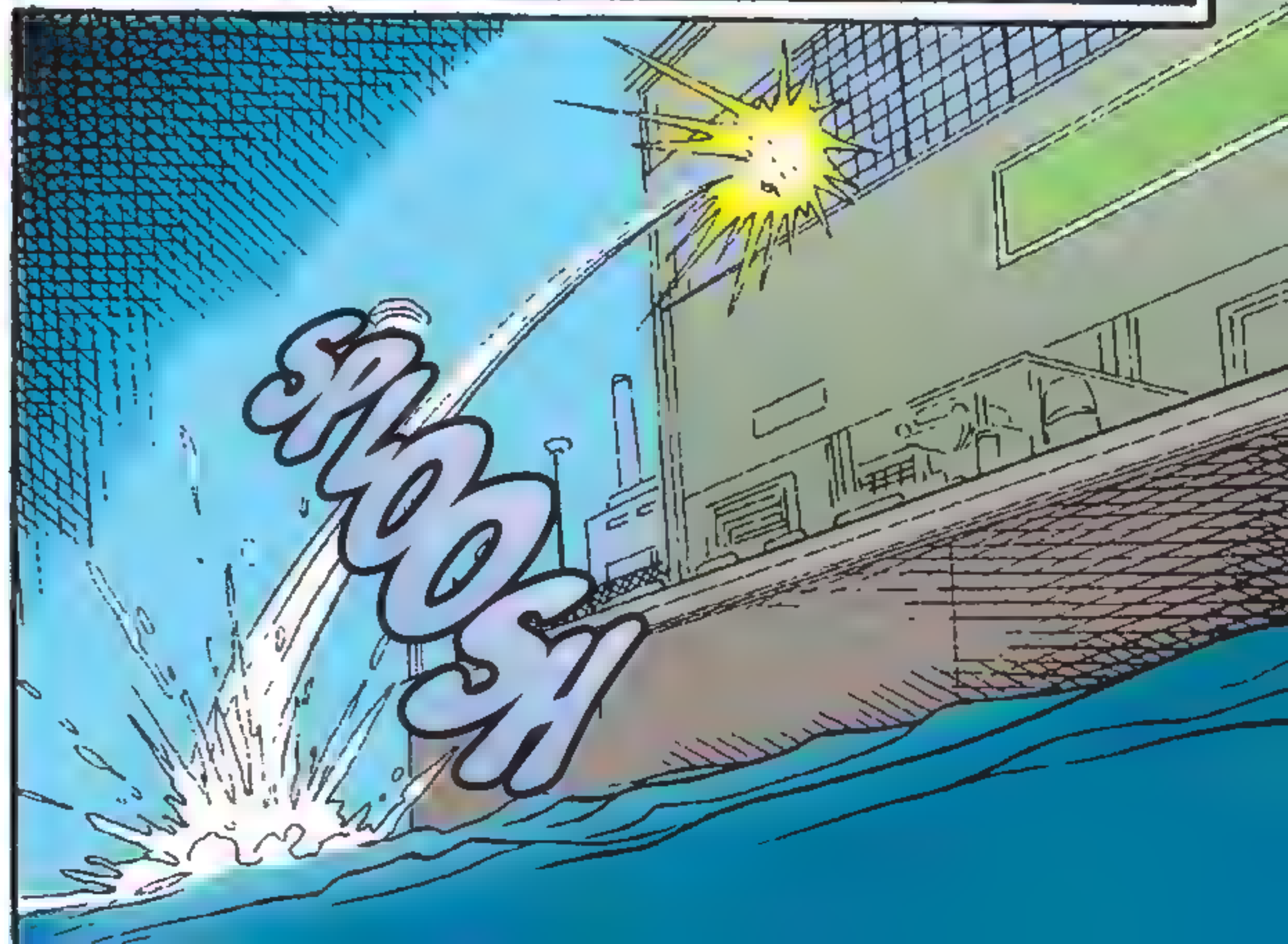
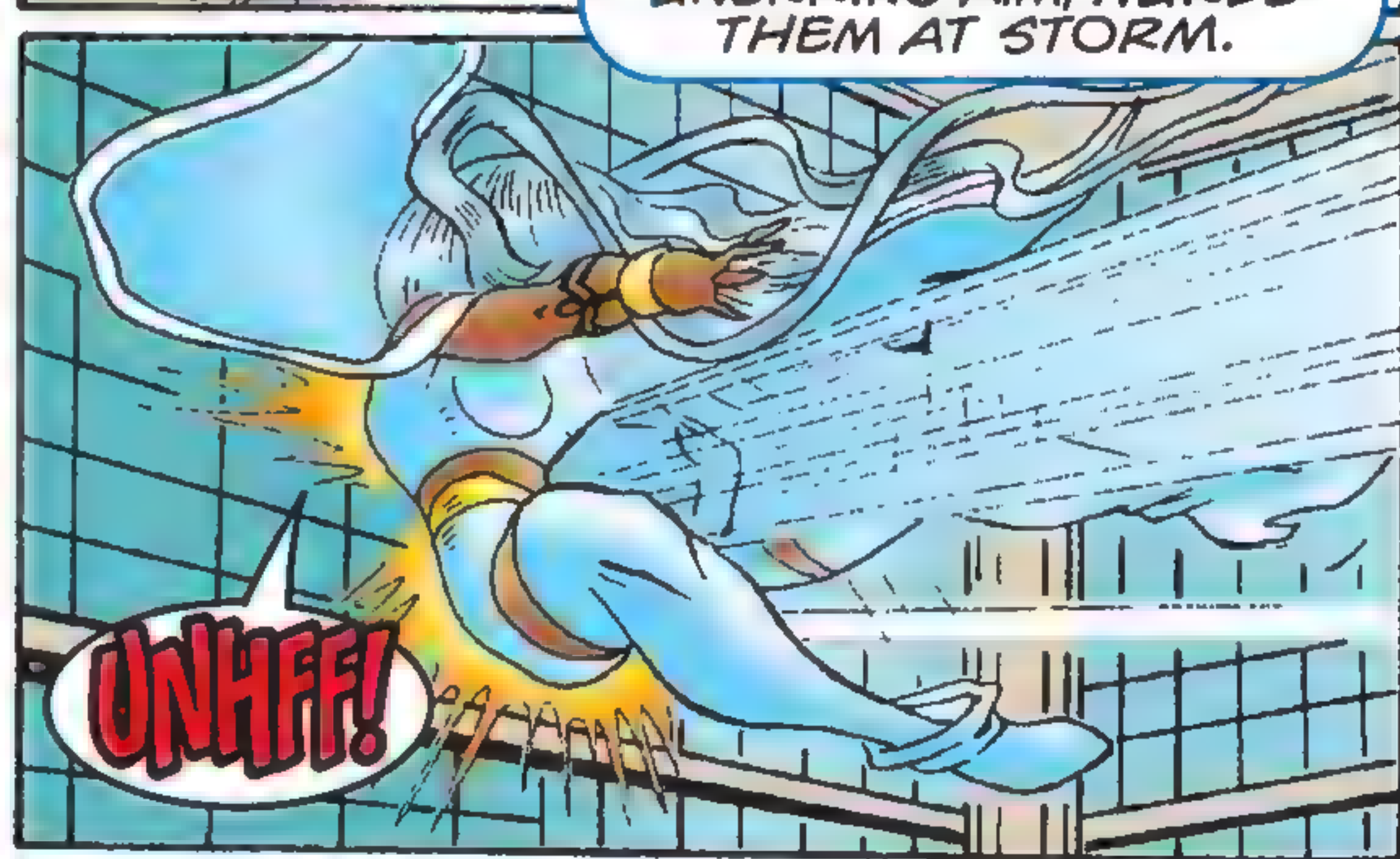


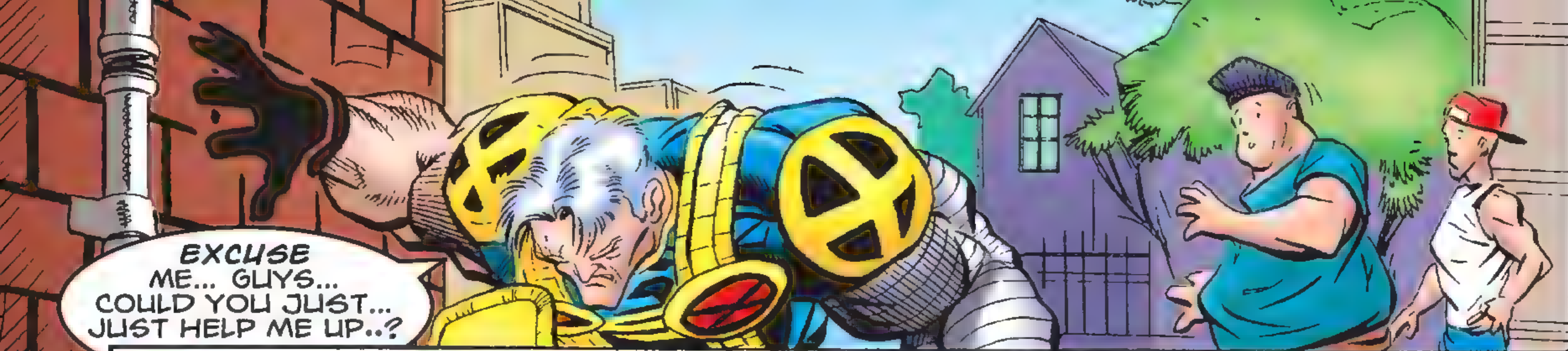
BUT A SECOND LATER,
THE WINDS DESCEND.
A FEARSOME TORNADO
THAT YANKS US BOTH
UP AND OUT.

STORM BARRAGES THE
HULK WITH LIGHTNING,
NO HOLDS BARRED IN
HER FURY...



...BUT THE HULK FINDS
HUGE PIECES OF THE
FLOOR AND, WITH
UNERRING AIM, HURLS
THEM AT STORM.

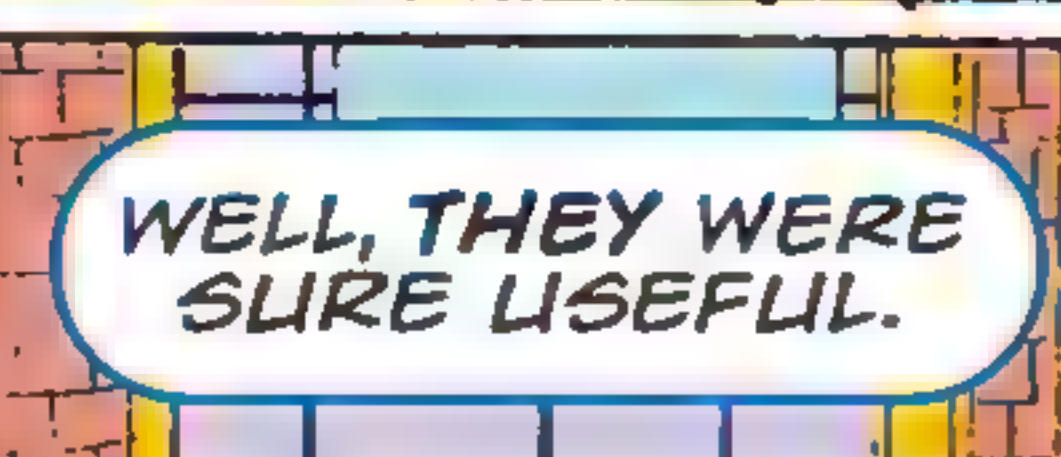




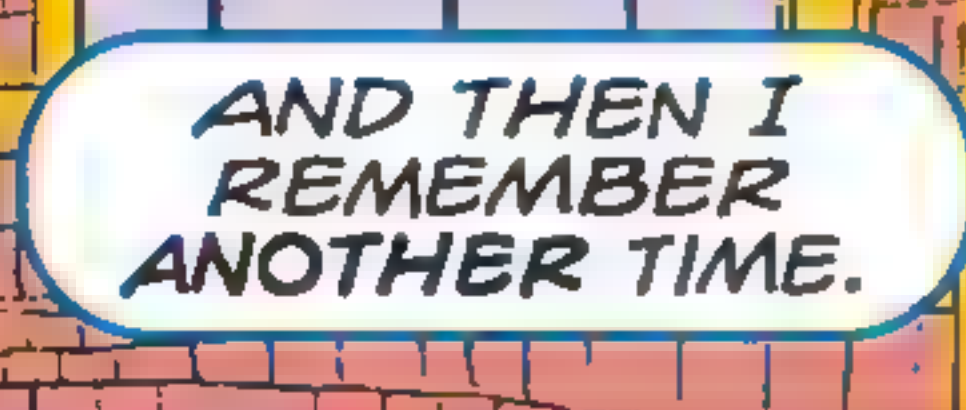
EXCUSE ME... GUYS...
COULD YOU JUST...
JUST HELP ME UP..?



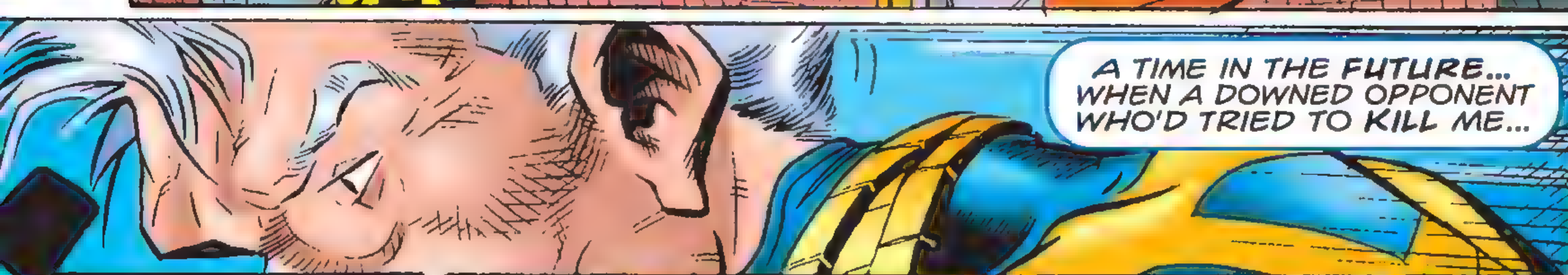
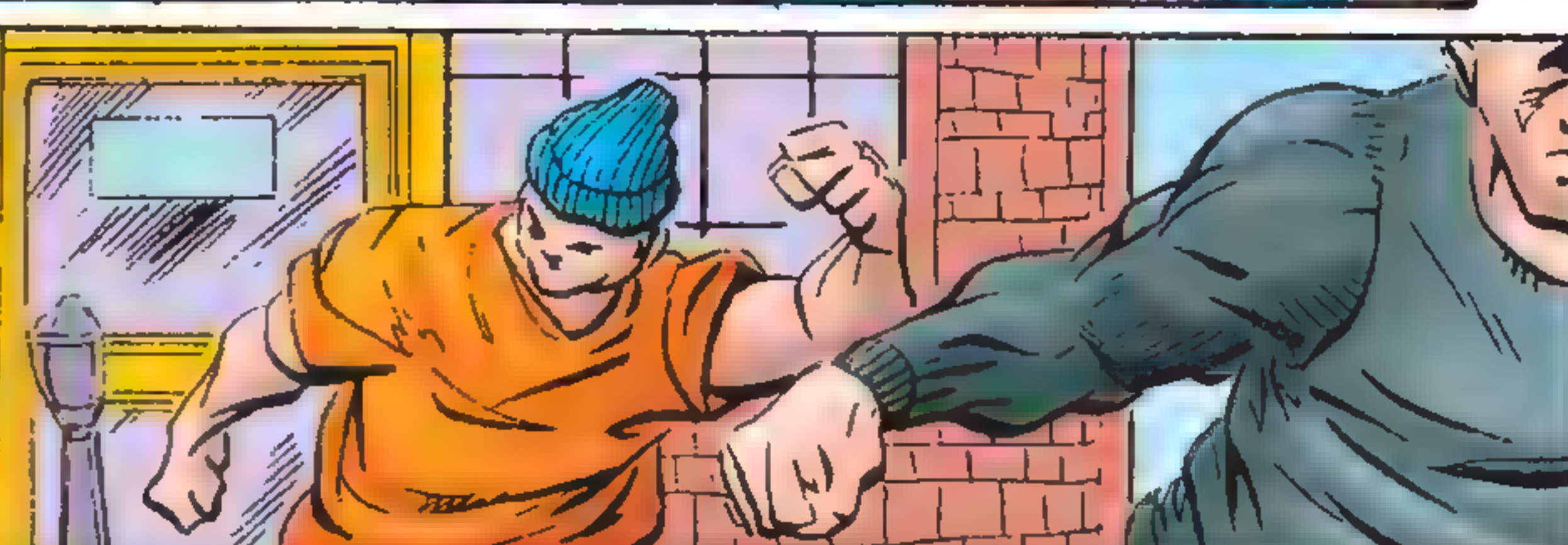
PLEASE...
HELP ME...



WELL, THEY WERE
SURE USEFUL.



AND THEN I
REMEMBER
ANOTHER TIME.



A TIME IN THE FUTURE...
WHEN A DOWNED OPPONENT
WHO'D TRIED TO KILL ME...



...LAY
MORTALLY
WOUNDED,
BEGGING...



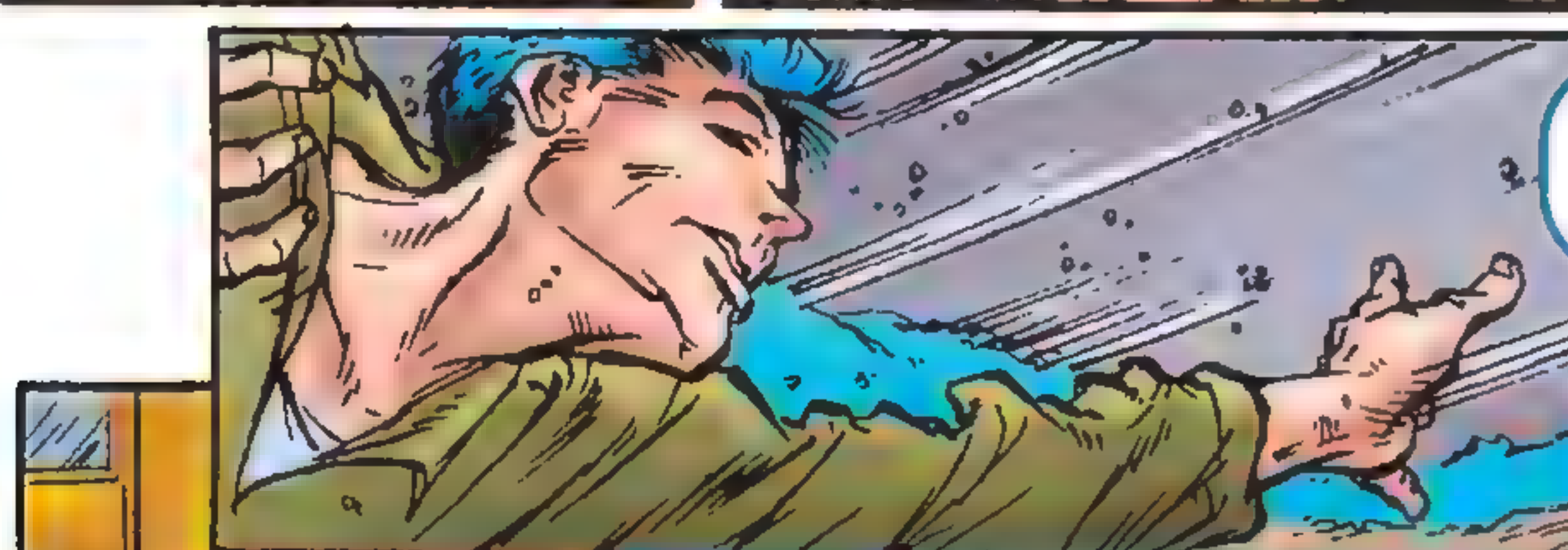
HELP ME...
PLEASE...



I NODDED...
AND WENT
FOR HELP...

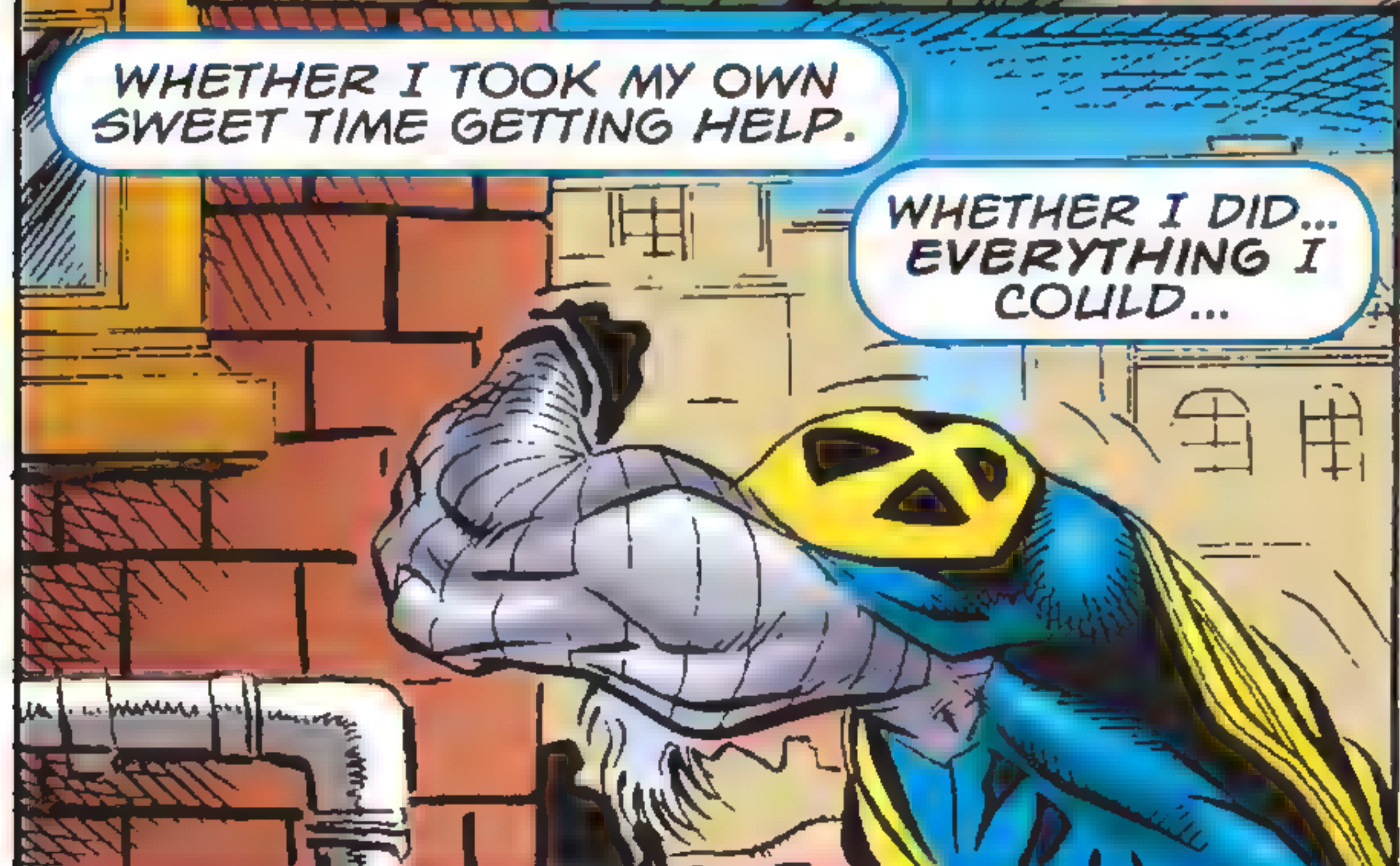


...BUT BY THE TIME
I CAME BACK, HE
WAS DEAD.



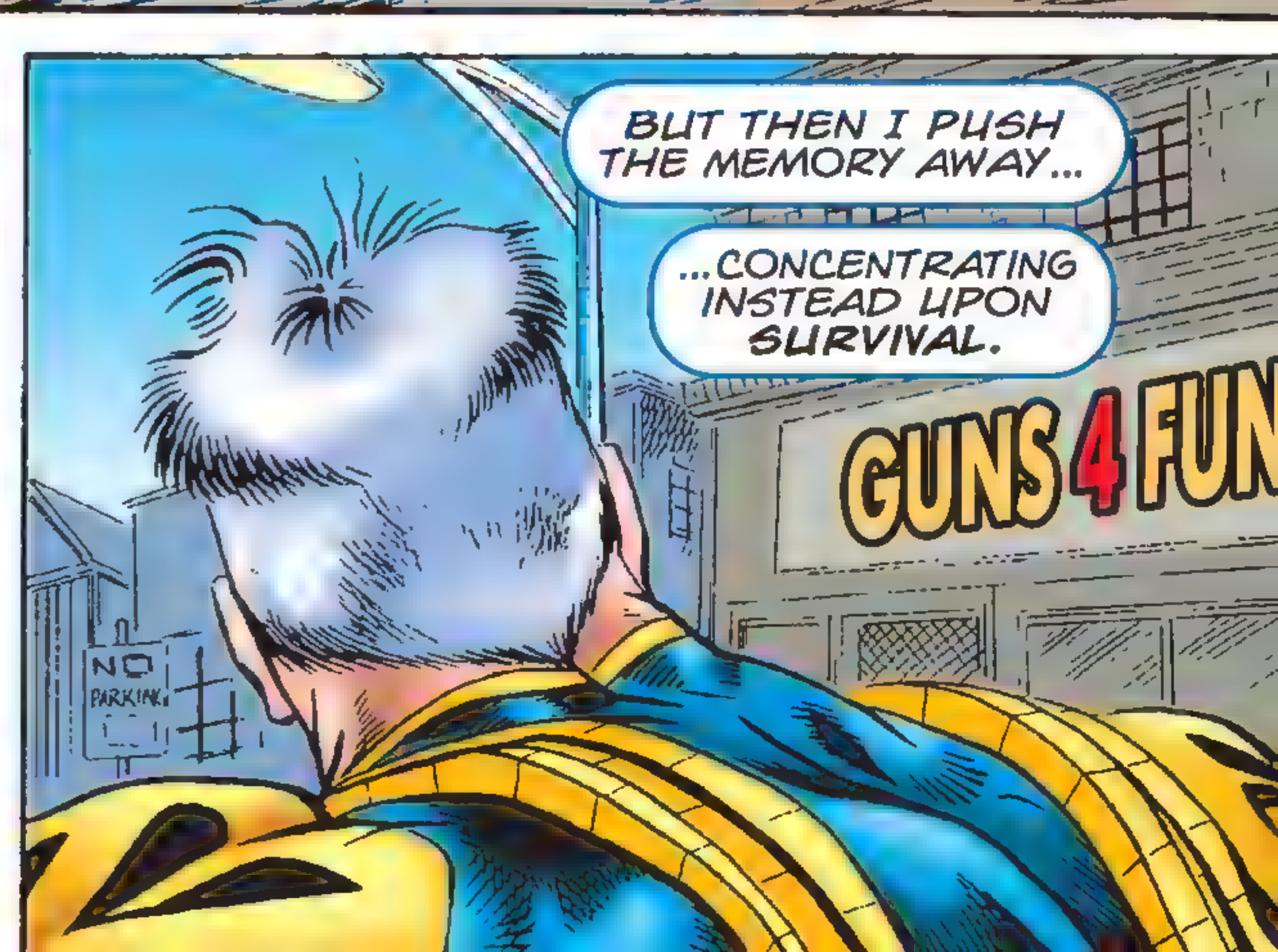
AND FROM THEN TO
NOW... I'VE DWELT ON
THAT MOMENT ...

...AND WONDERED WHETHER
SOME PART OF ME WANTED
HIM TO DIE IN RETALIATION.



WHETHER I TOOK MY OWN
SWEET TIME GETTING HELP.

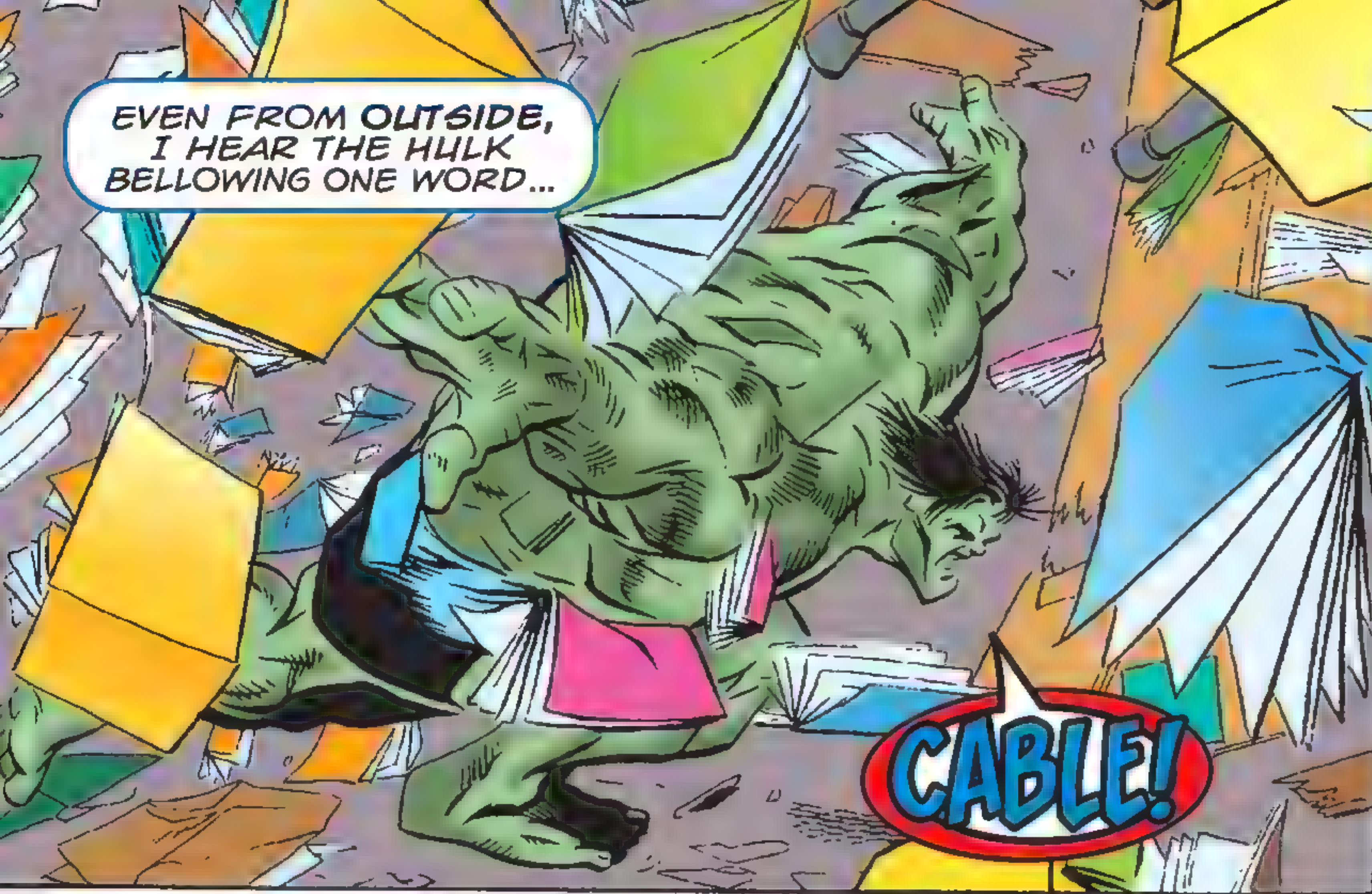
WHETHER I DID...
EVERYTHING I
COULD...



BUT THEN I PUSH
THE MEMORY AWAY...

...CONCENTRATING
INSTEAD UPON
SURVIVAL.

GUNS 4 FUN



EVEN FROM OUTSIDE,
I HEAR THE HULK
BELLOWING ONE WORD...

CABLE!



BUT HIS VOICE SOUNDS
CHOKED... FRUSTRATED...



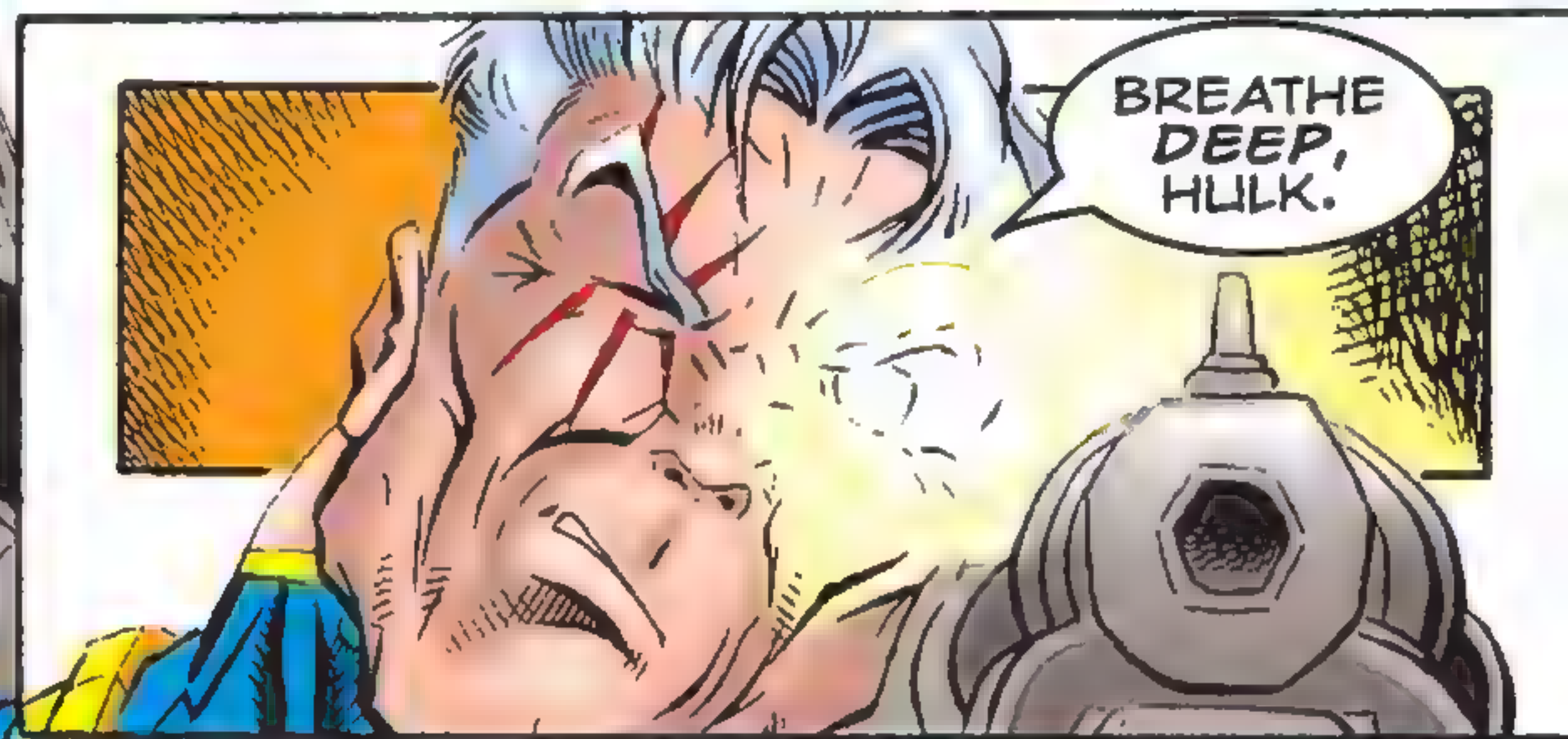
...AS IF DEEP DOWN,
HE'S WRACKED WITH
CONFLICT, AWARE
OF HOW HE'S BEING
MANIPULATED.

I'D BE MORE SYMPATHETIC
IF HE WEREN'T TRYING TO
MAKE MY SHOULDERS
LONESOME FOR MY HEAD.

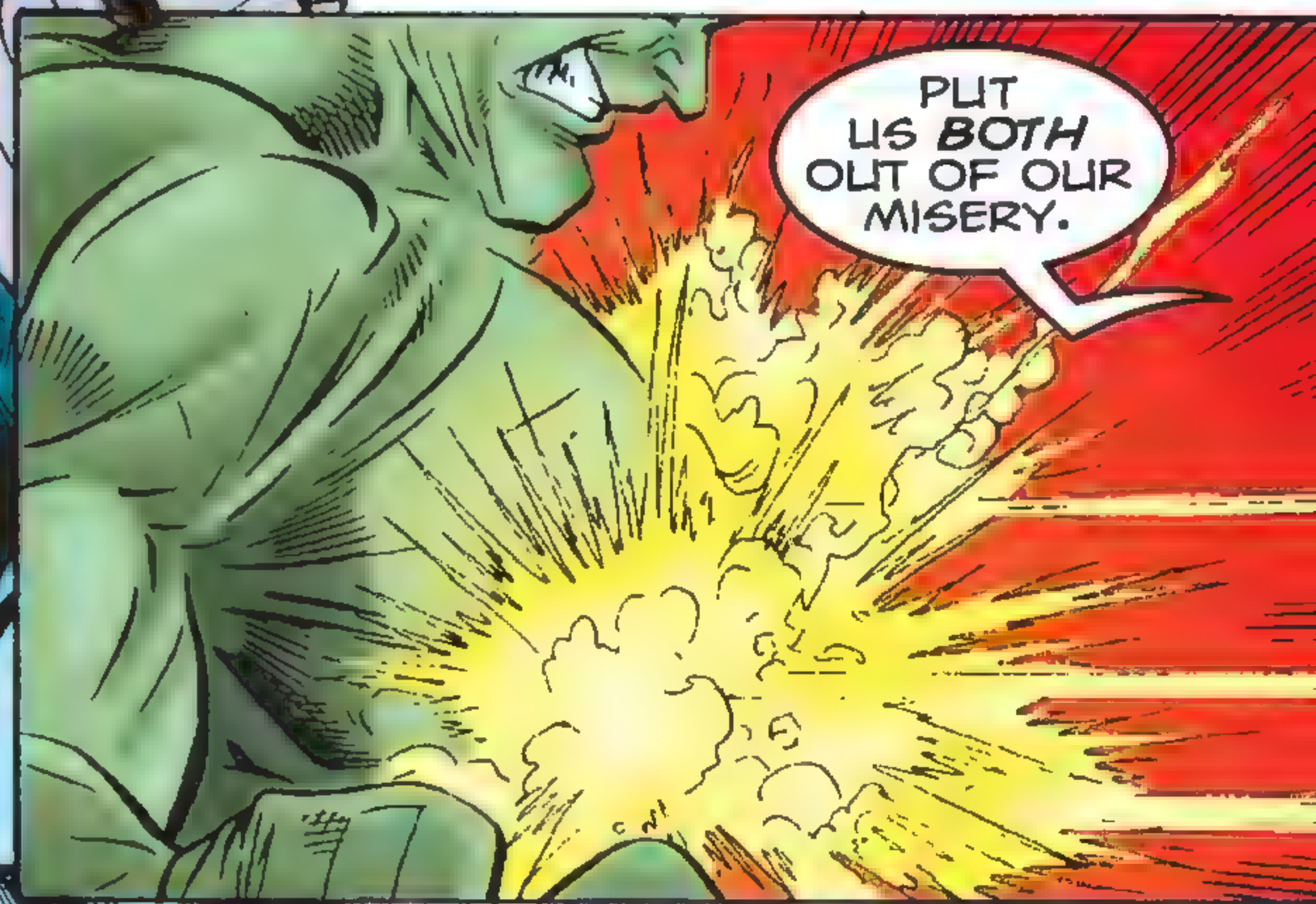
GET
BACK HERE!
YOU CAN'T JUST
WALK OUT
WITH --



ON...
ON SECOND
THOUGHT...
KEEP IT!



BREATHE
DEEP,
HULK.



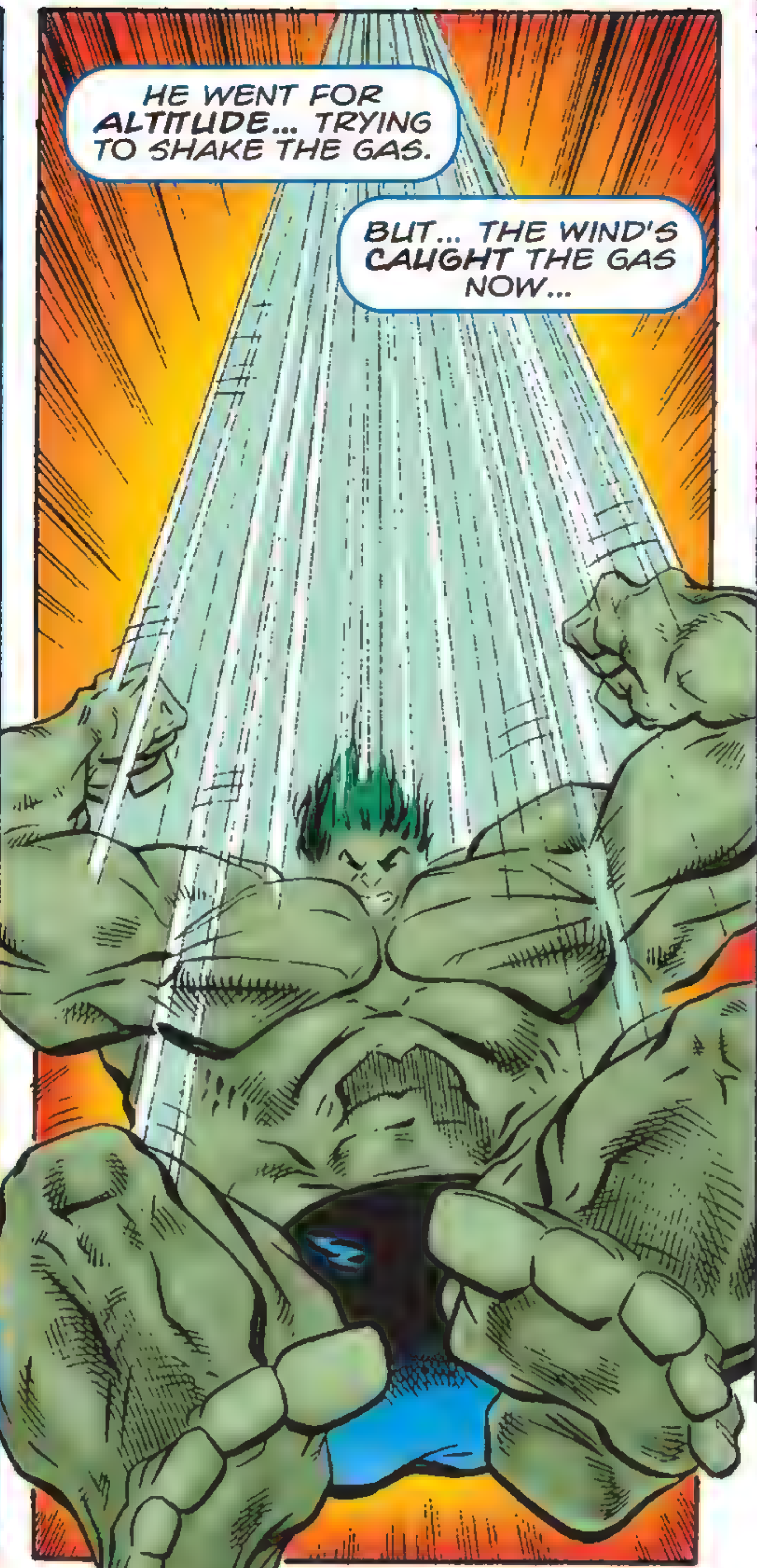
PUT
US BOTH
OUT OF OUR
MISERY.



UNHHH!

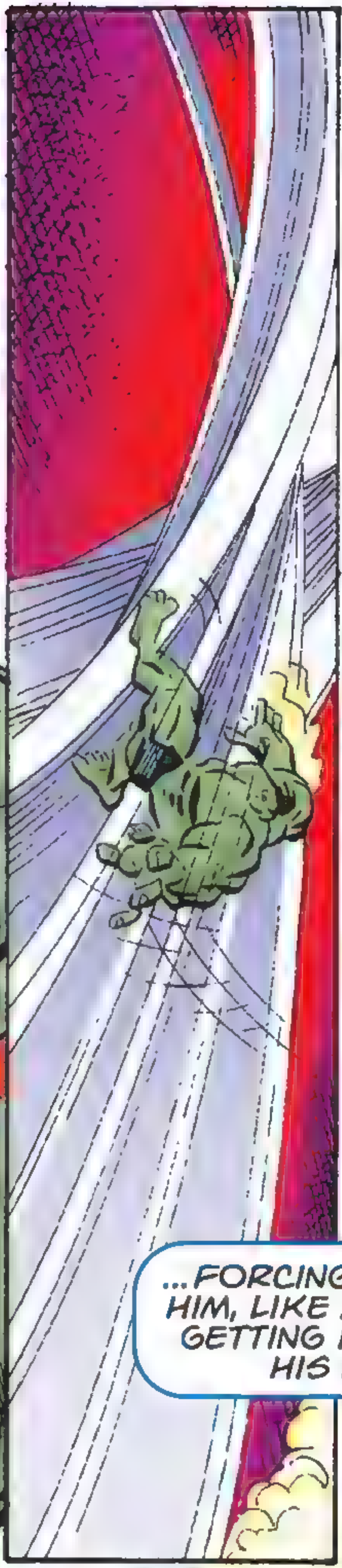


BLAST.

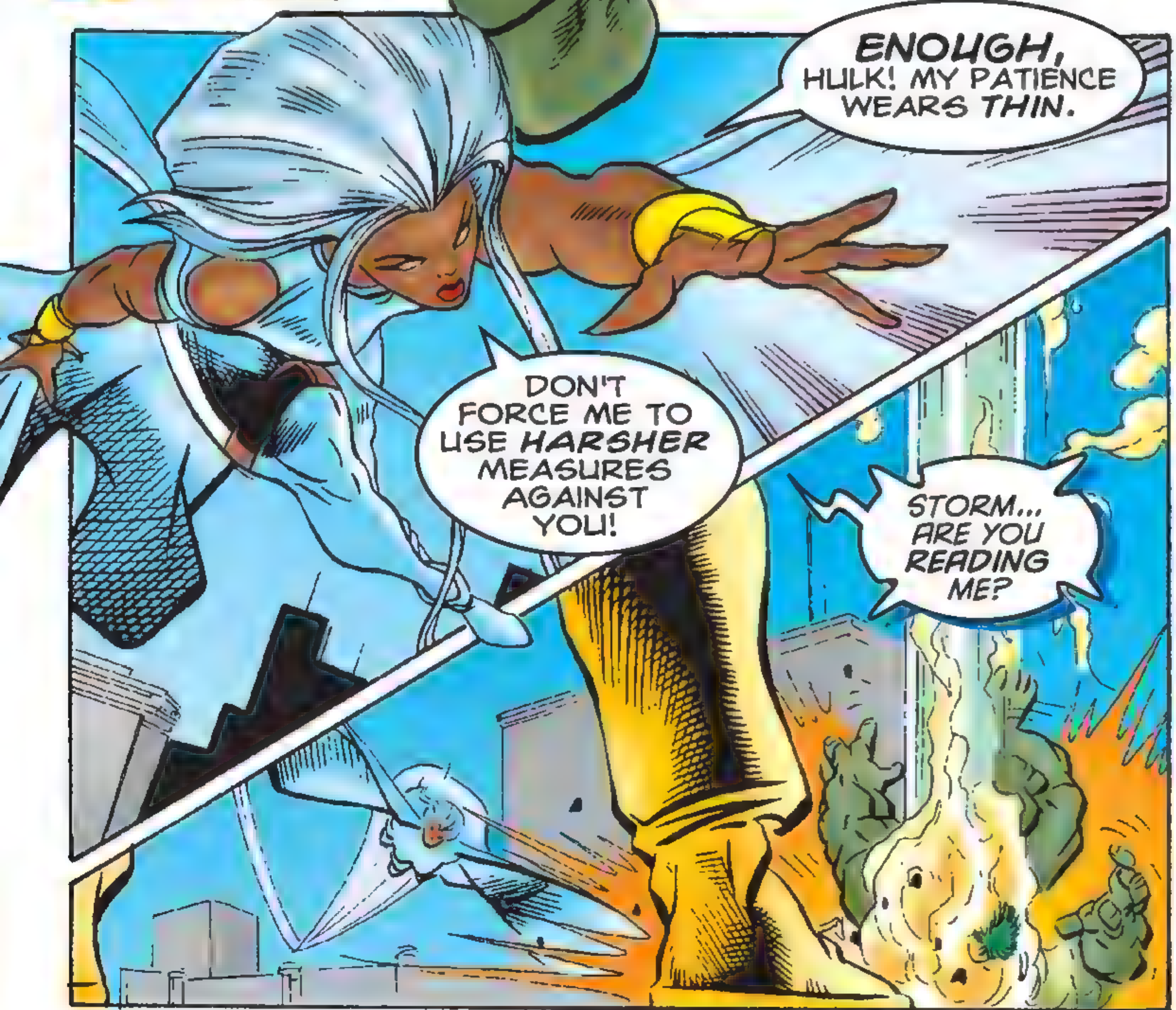
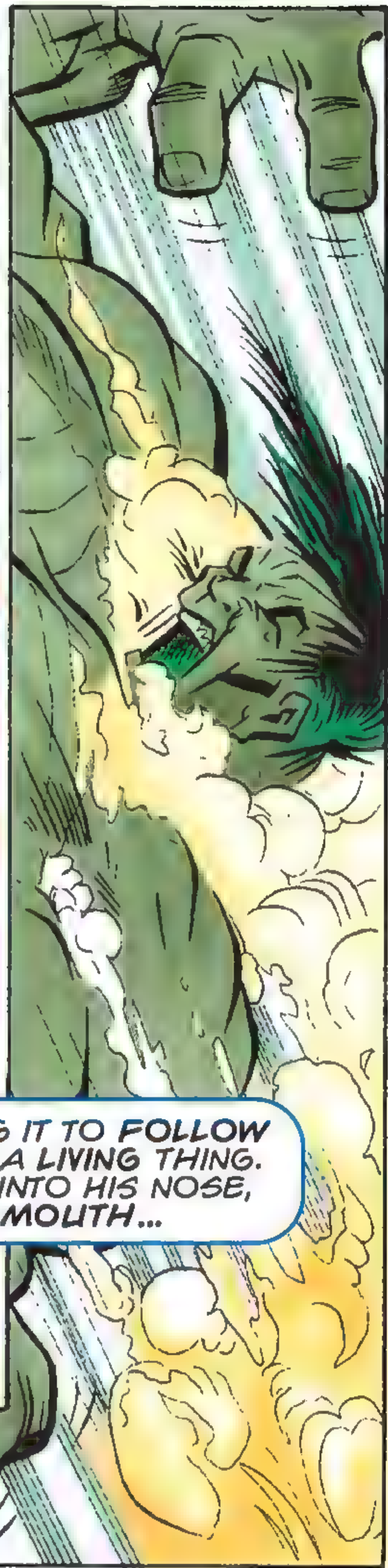


HE WENT FOR
ALTITUDE... TRYING
TO SHAKE THE GAS.

BUT... THE WIND'S
CAUGHT THE GAS
NOW...



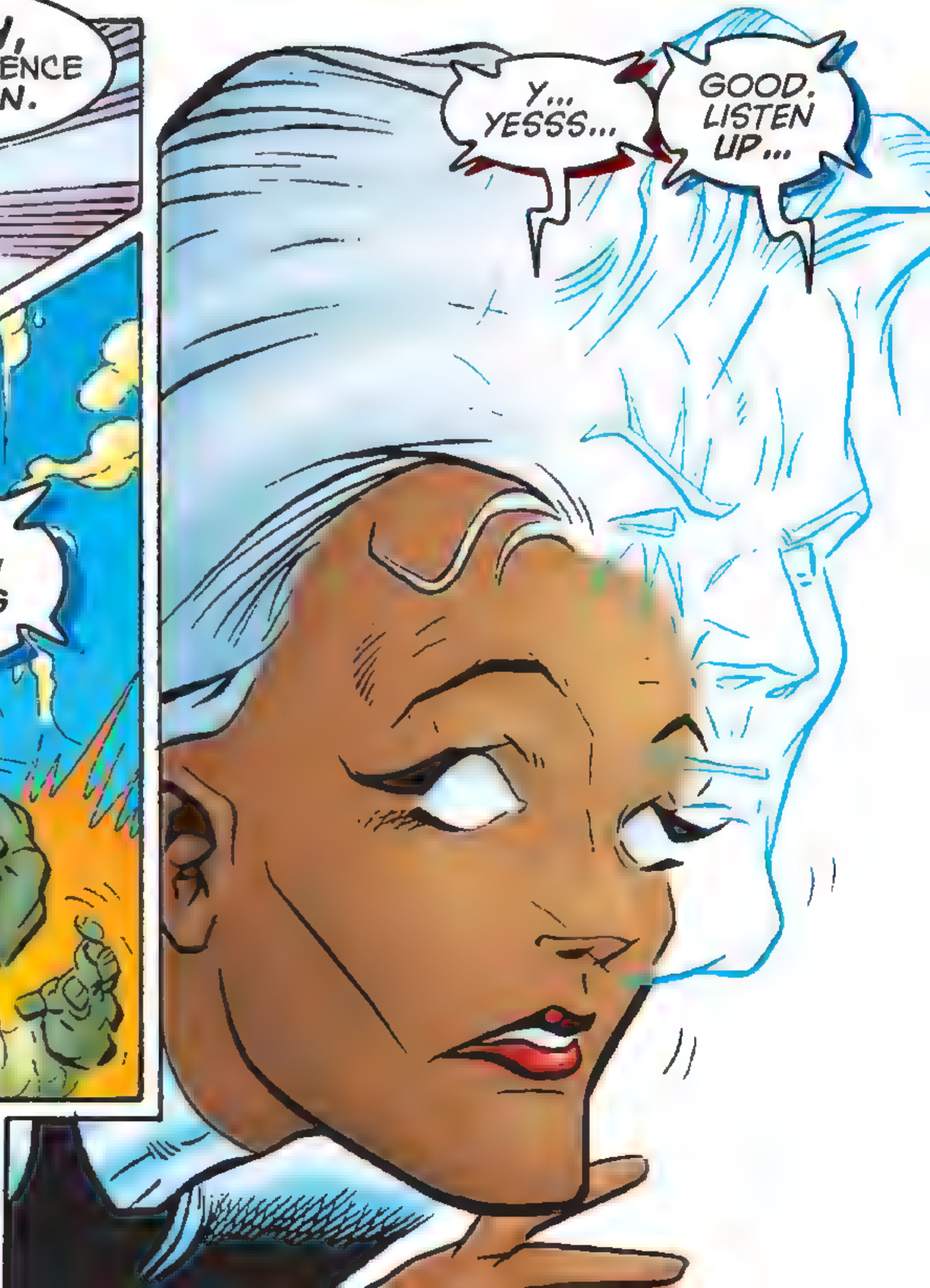
...FORCING IT TO FOLLOW
HIM, LIKE A LIVING THING.
GETTING INTO HIS NOSE,
HIS MOUTH...



ENOUGH,
HULK! MY PATIENCE
WEARS THIN.

DON'T
FORCE ME TO
USE HARSHER
MEASURES
AGAINST
YOU!

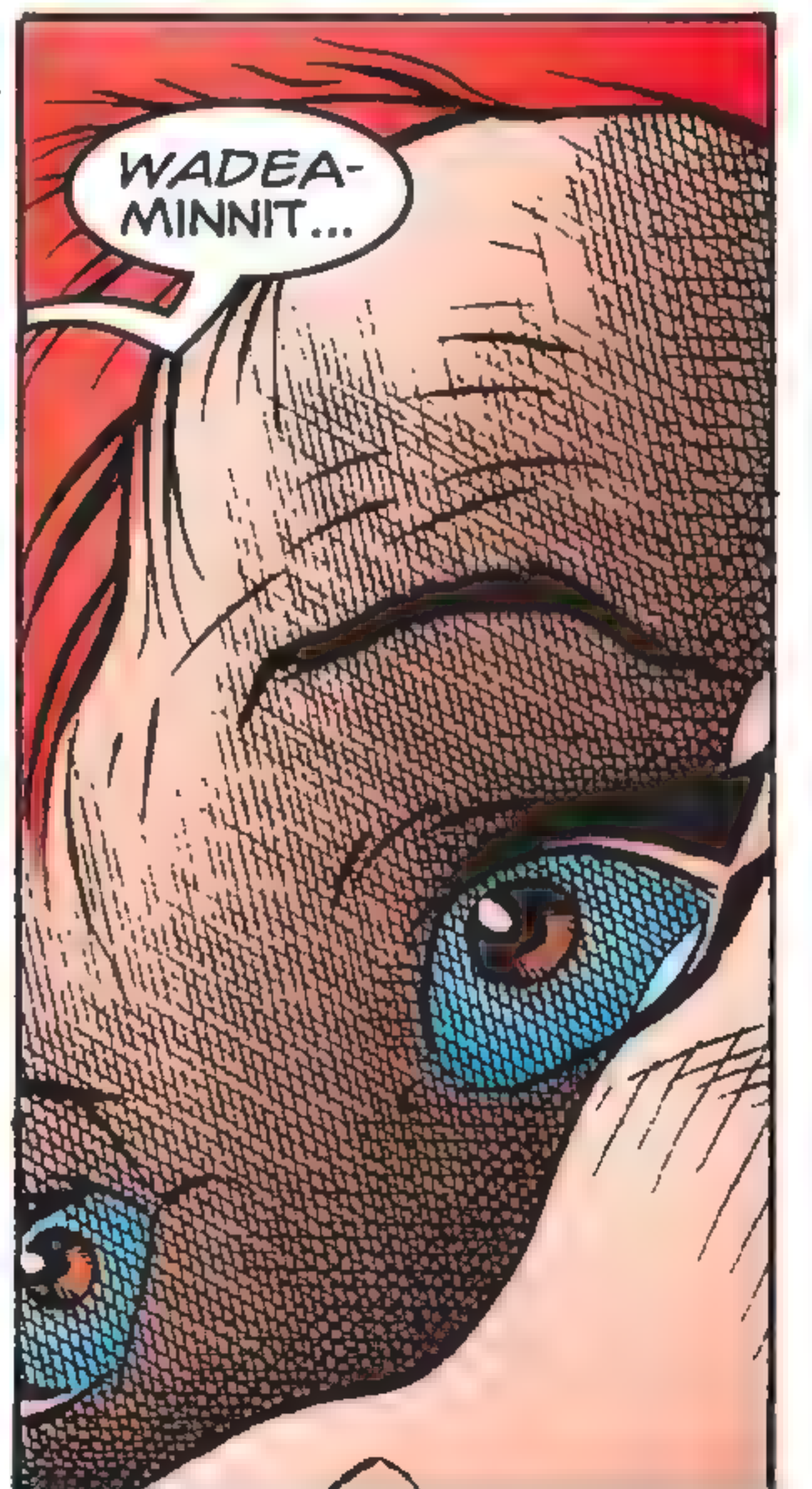
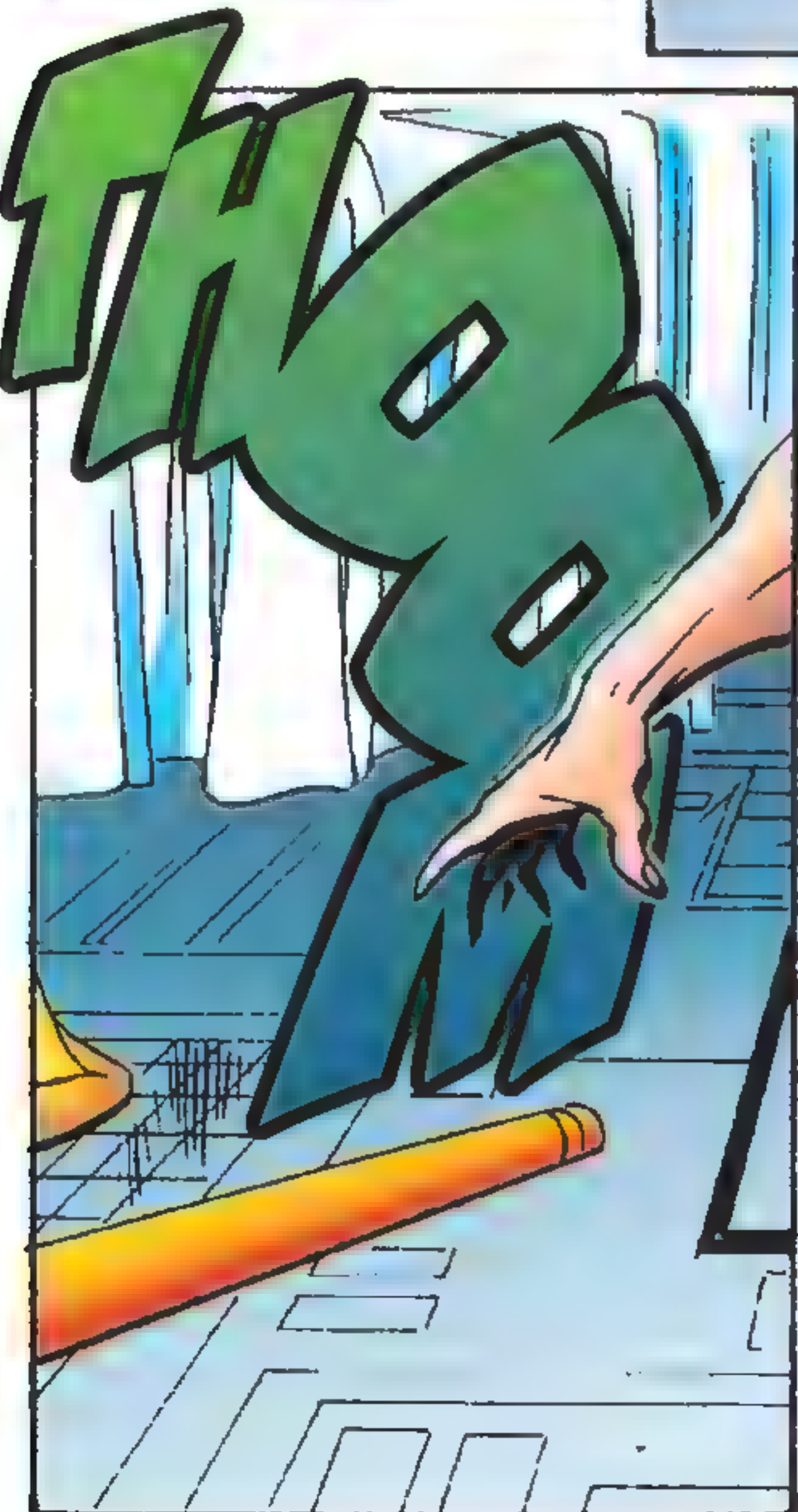
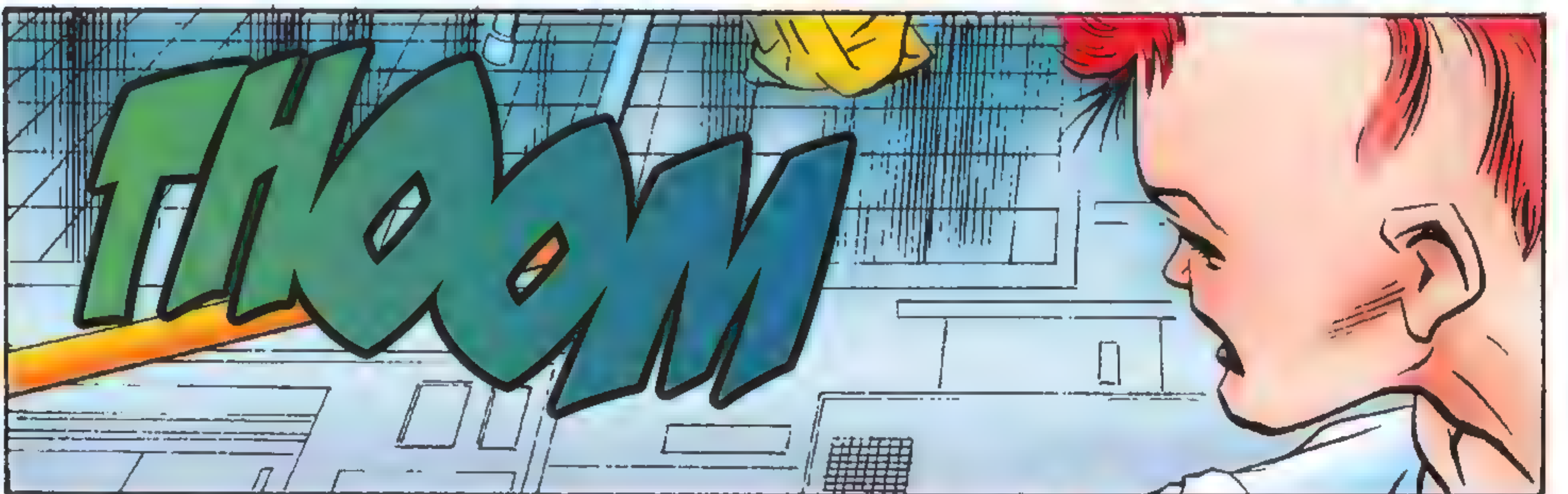
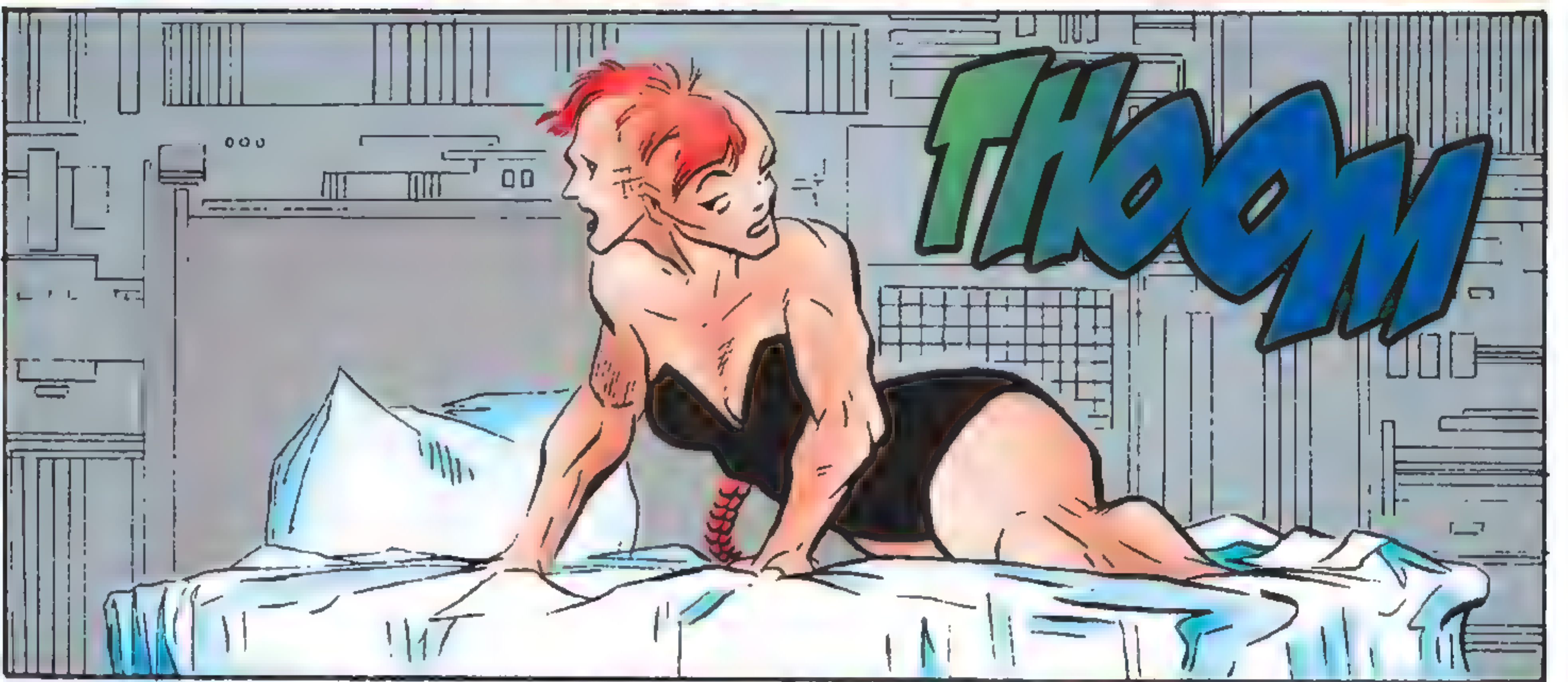
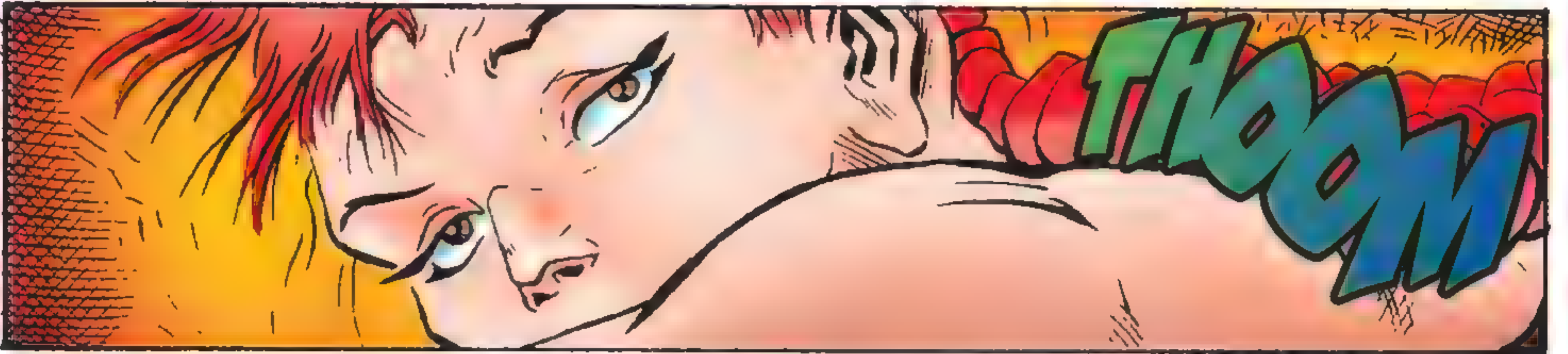
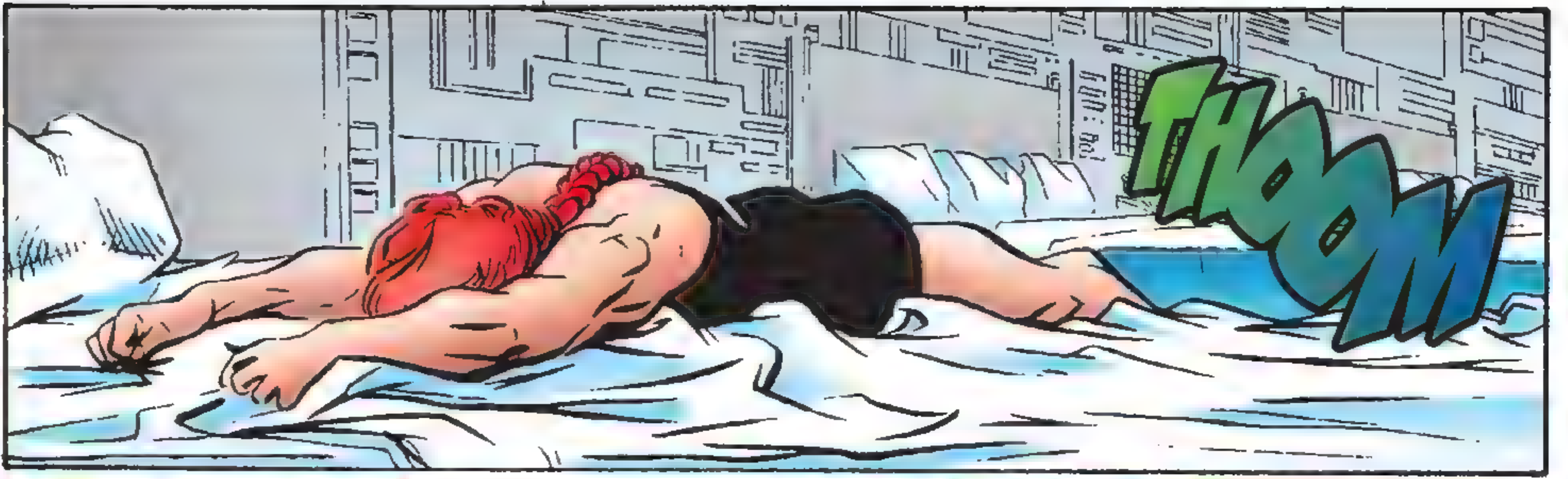
STORM...
ARE YOU
READING
ME?

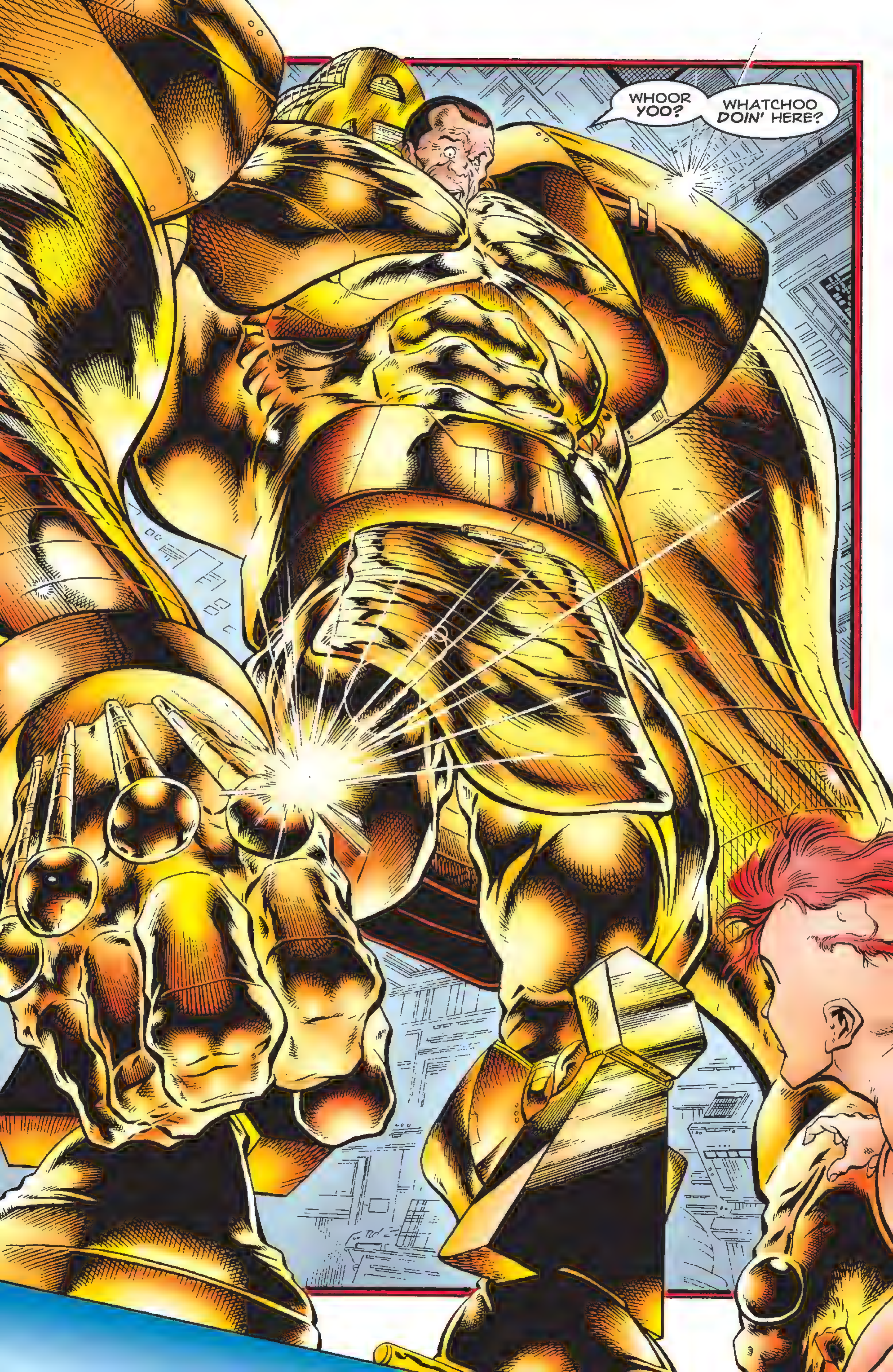


Y...
YESSS...

GOOD.
LISTEN
UP...

THE PANTHEON'S
SAFEHOUSE...



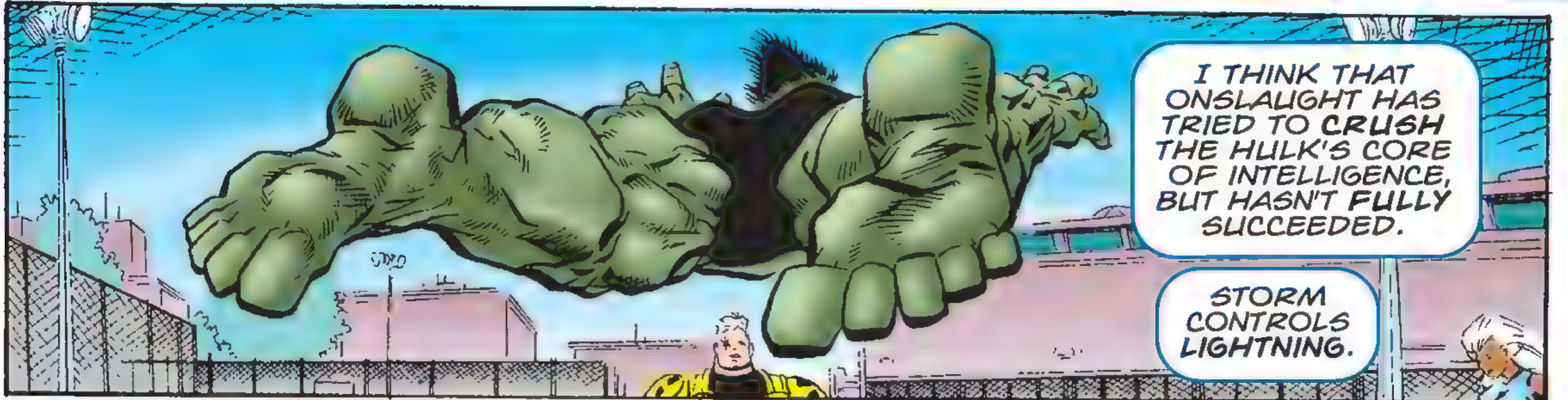


WHOOO
YOO?

WHATCHOO
DOIN' HERE?



IT'S A DICEY PLAN
AT BEST THAT STORM
AND I HAVE HATCHED.



I THINK THAT
ONSLAUGHT HAS
TRIED TO CRUSH
THE HULK'S CORE
OF INTELLIGENCE,
BUT HASN'T FULLY
SUCCEEDED.

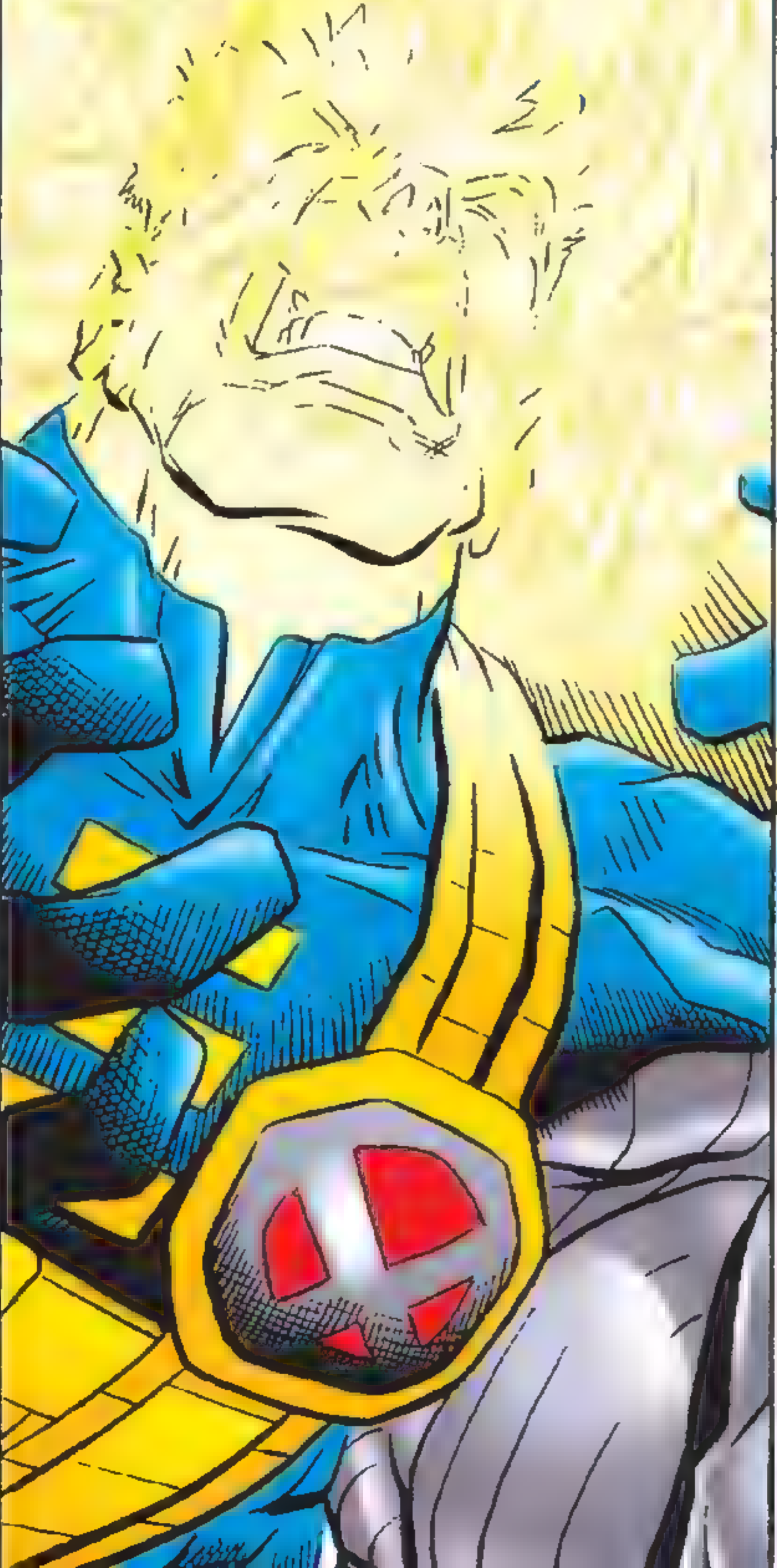
STORM
CONTROLS
LIGHTNING.

LIGHTNING IS ELECTRICITY,
JUST LIKE MENTAL SYNAPSES.

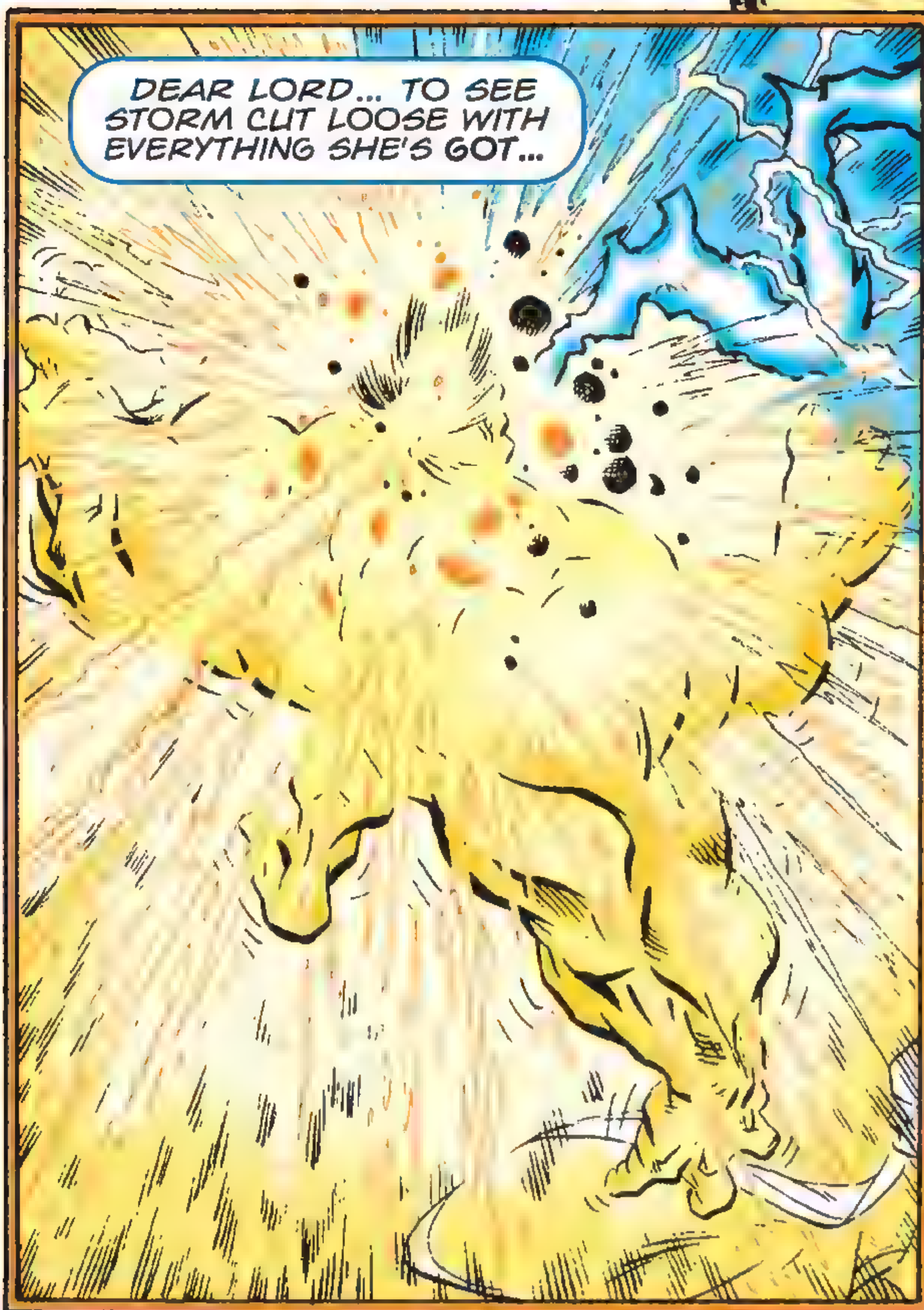


I THINK IF I
CAN THREAD A
TELEPATHIC JOLT
THROUGH THE
HULK'S MIND AT
THE SAME TIME
SHE DELIVERS A
LIGHTNING STRIKE
TO HIS CRANIUM...

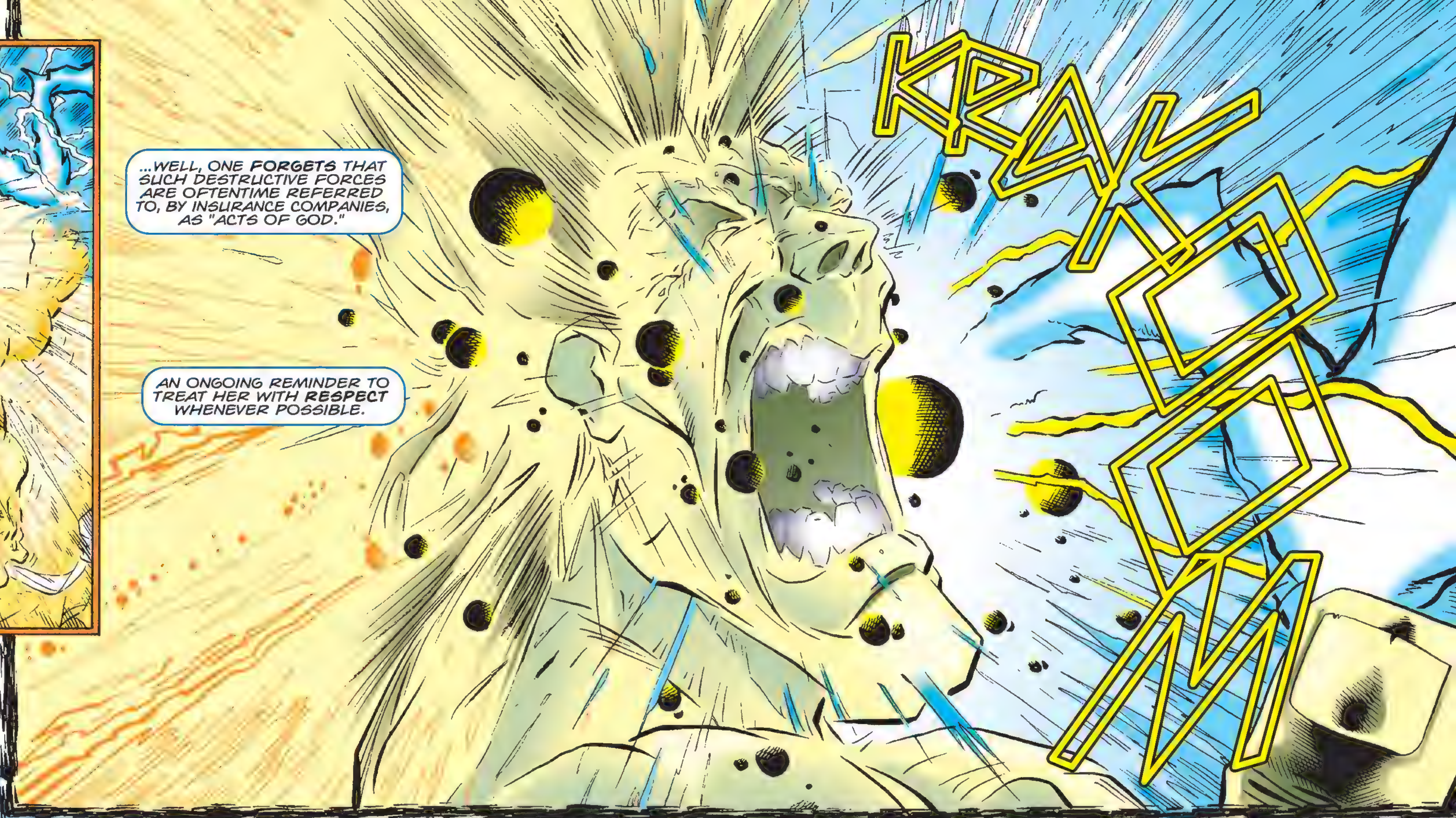
...WE CAN BASICALLY
SHUT DOWN HIS BRAIN
FOR A SECOND... LIKE
"REBOOTING" HIS
MENTAL COMPUTER.
BREAK HIM LOOSE
FROM ONSLAUGHT'S
CONTROL.



AT LEAST...
THAT'S THE
PLAN.



DEAR LORD... TO SEE
STORM CUT LOOSE WITH
EVERYTHING SHE'S GOT...

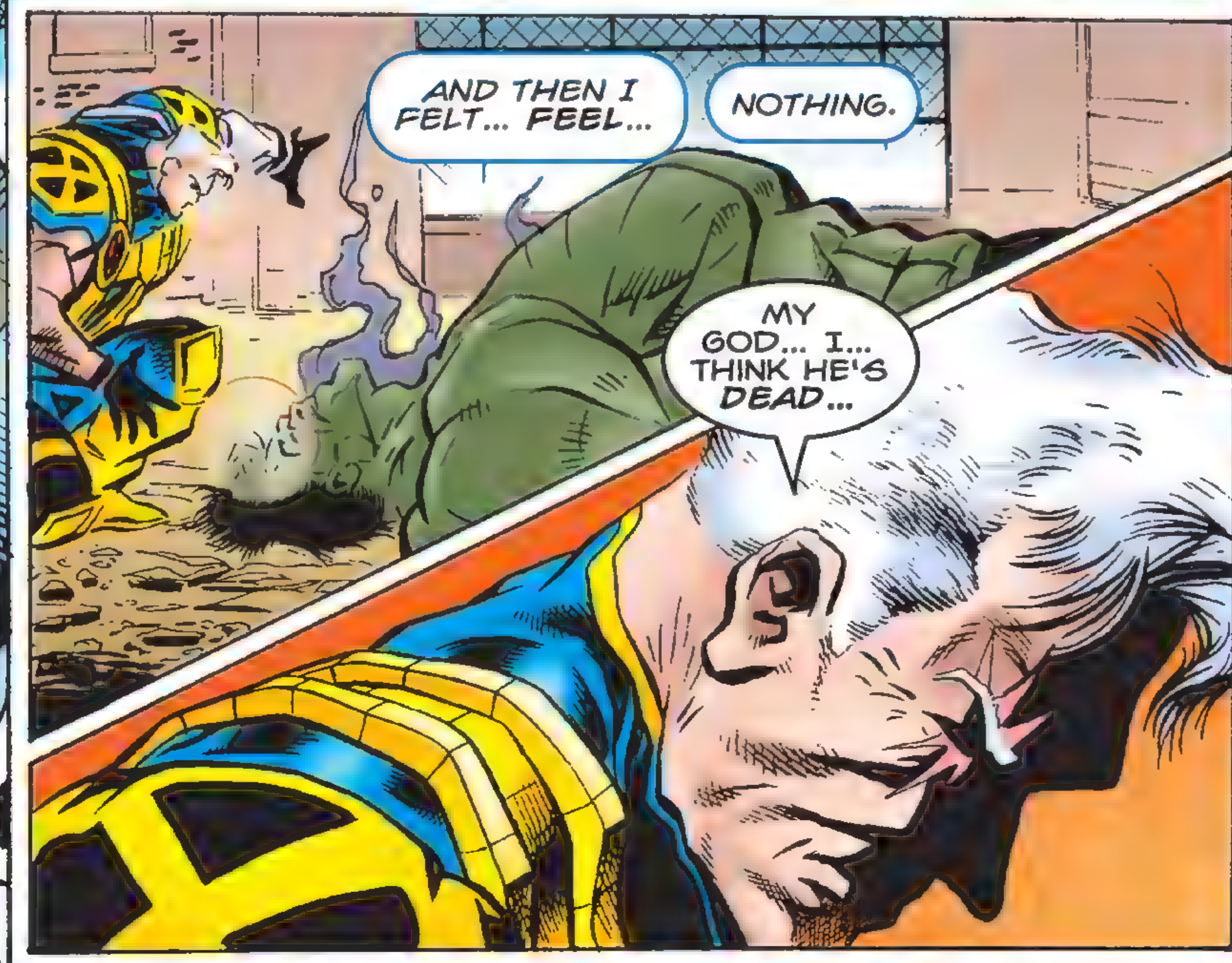


...WELL, ONE FORGETS THAT
SUCH DESTRUCTIVE FORCES
ARE OFTEN REFERRED
TO, BY INSURANCE COMPANIES,
AS "ACTS OF GOD."

AN ONGOING REMINDER TO
TREAT HER WITH RESPECT
WHENEVER POSSIBLE.



HEAD... SPLITTING...
I COULD FEEL
ONSLAUGHT'S GRASP
ON HIM AS I SLID
INTO HIS BRAIN.



AND THEN I
FELT... FEEL... NOTHING.

MY
GOD... I...
THINK HE'S
DEAD...



THAT IS... A PITY.
A WASTE.

BUT I
HEAR POLICE
SIRENS...

WE
NEED TO
GET HIM
OUT OF
HERE.

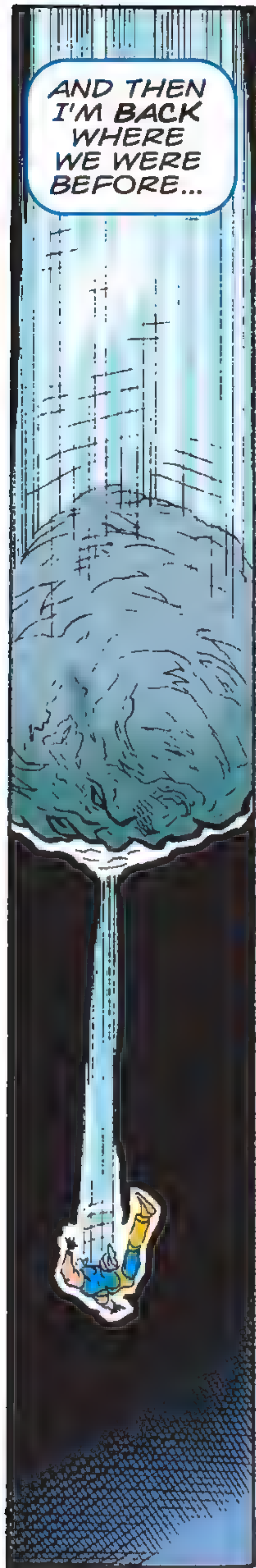


NO,
THERE'S NO
TIME TO MOVE
HIM, AND...

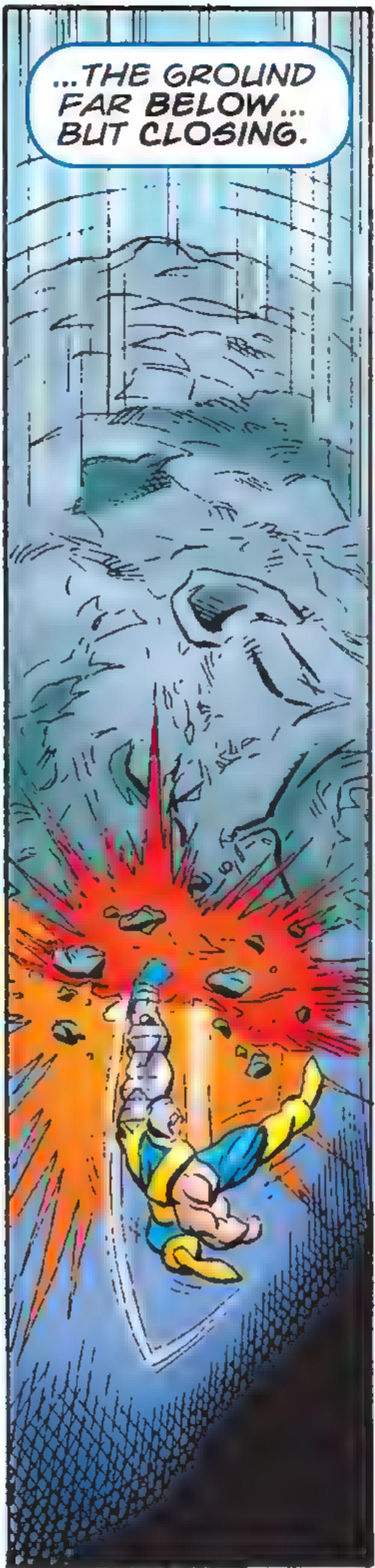


...I
WON'T LEAVE
ANYONE...
ANYONE...

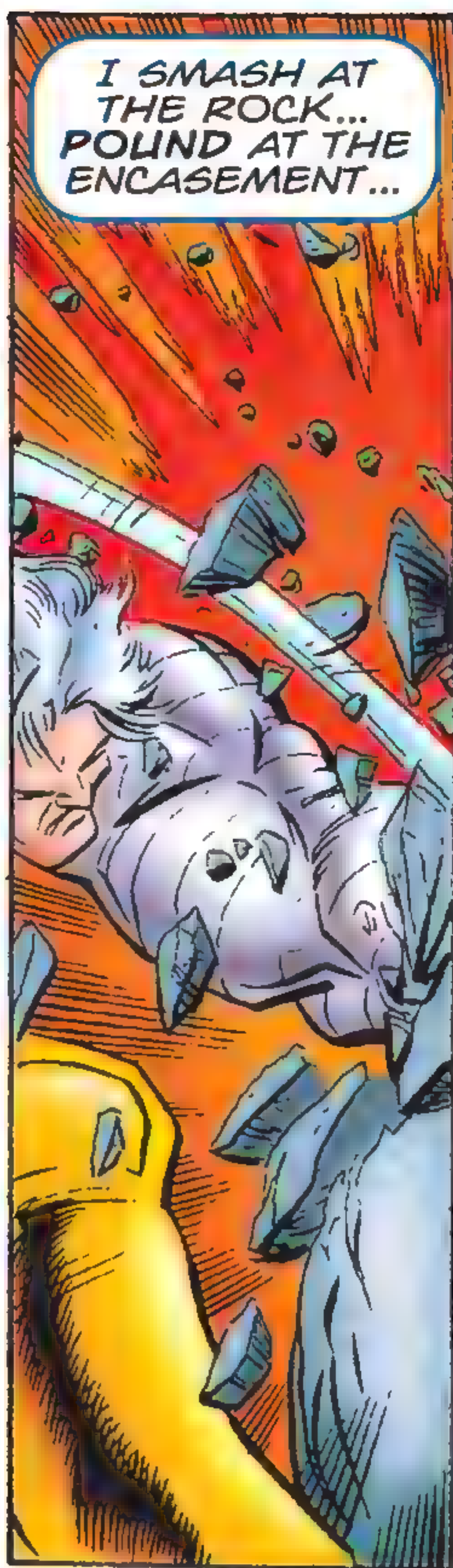
...NOT
EVER AGAIN. NOT
WITHOUT DOING
EVERYTHING
I CAN.



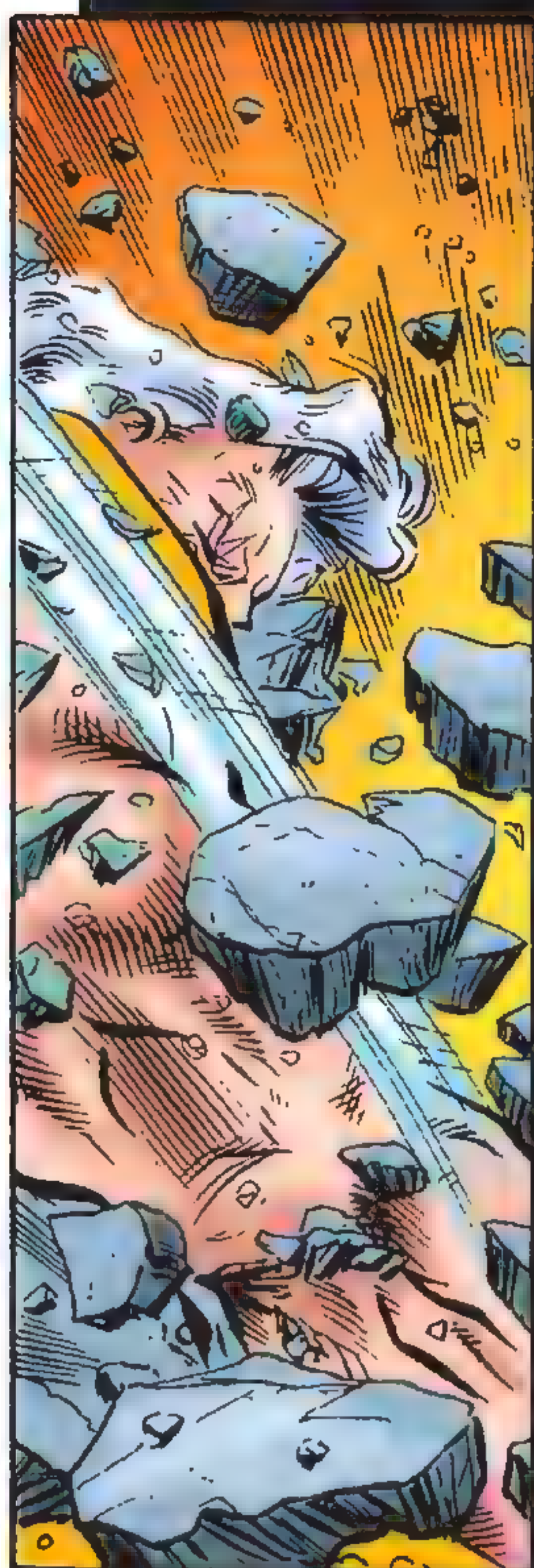
AND THEN
I'M BACK
WHERE
WE WERE
BEFORE...



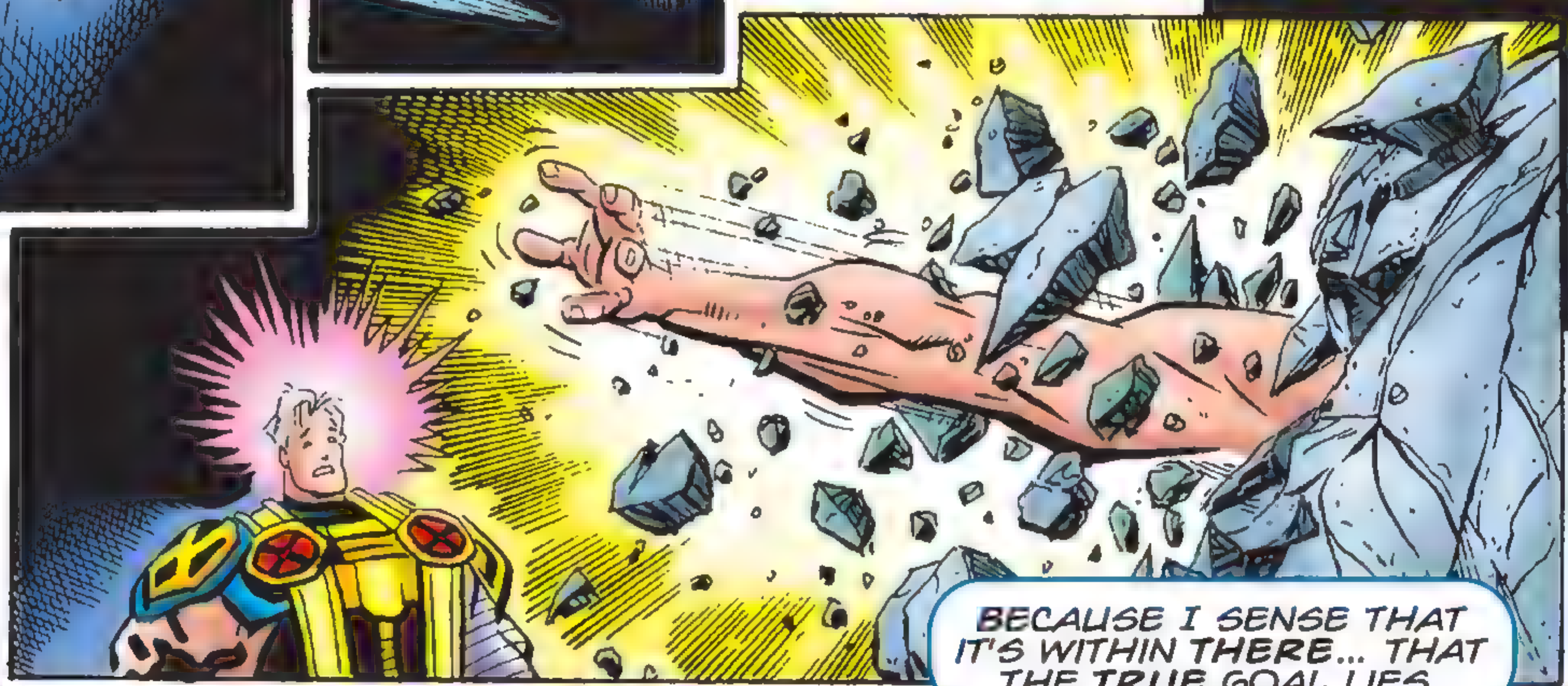
...THE GROUND
FAR BELOW...
BUT CLOSING.



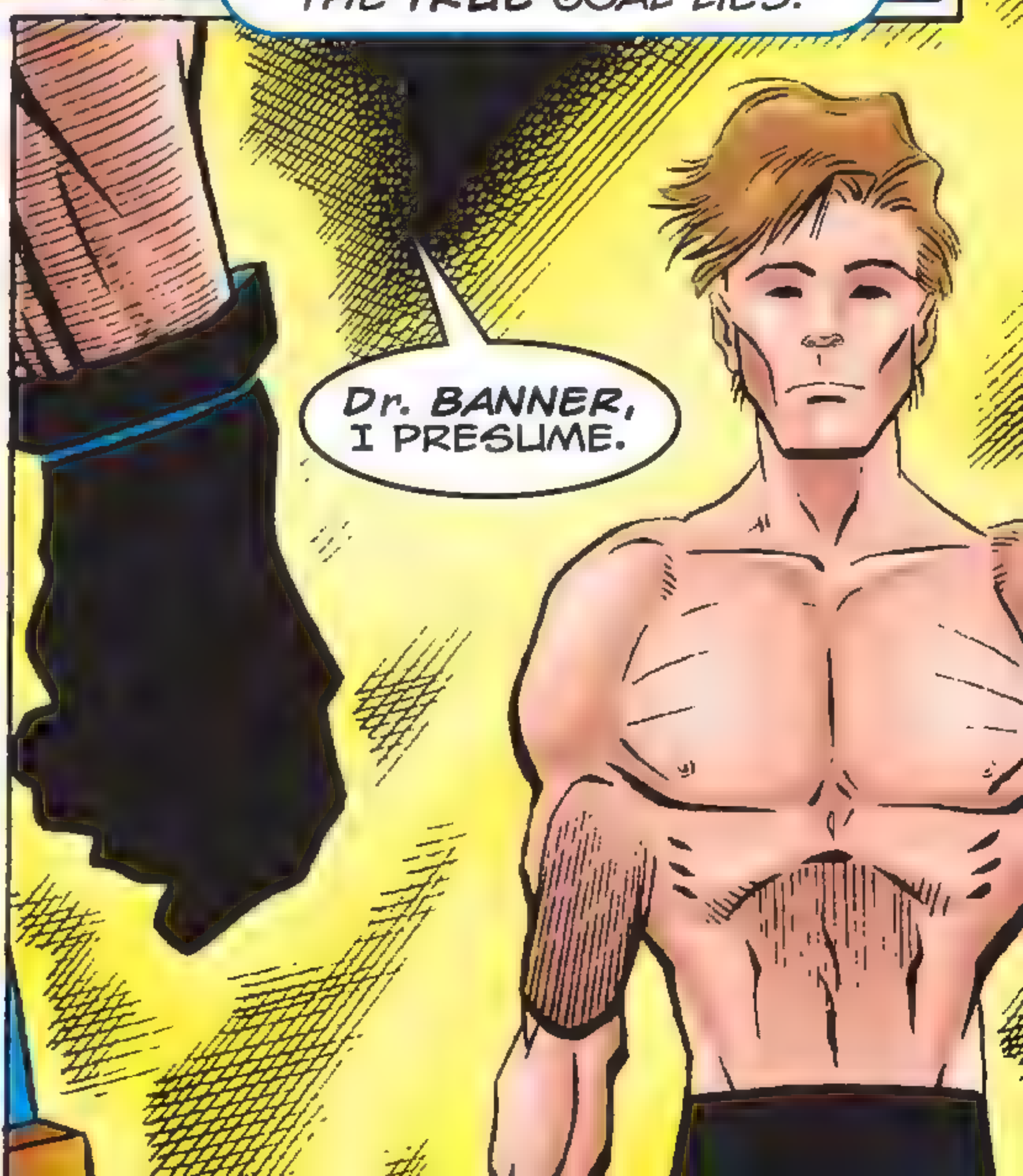
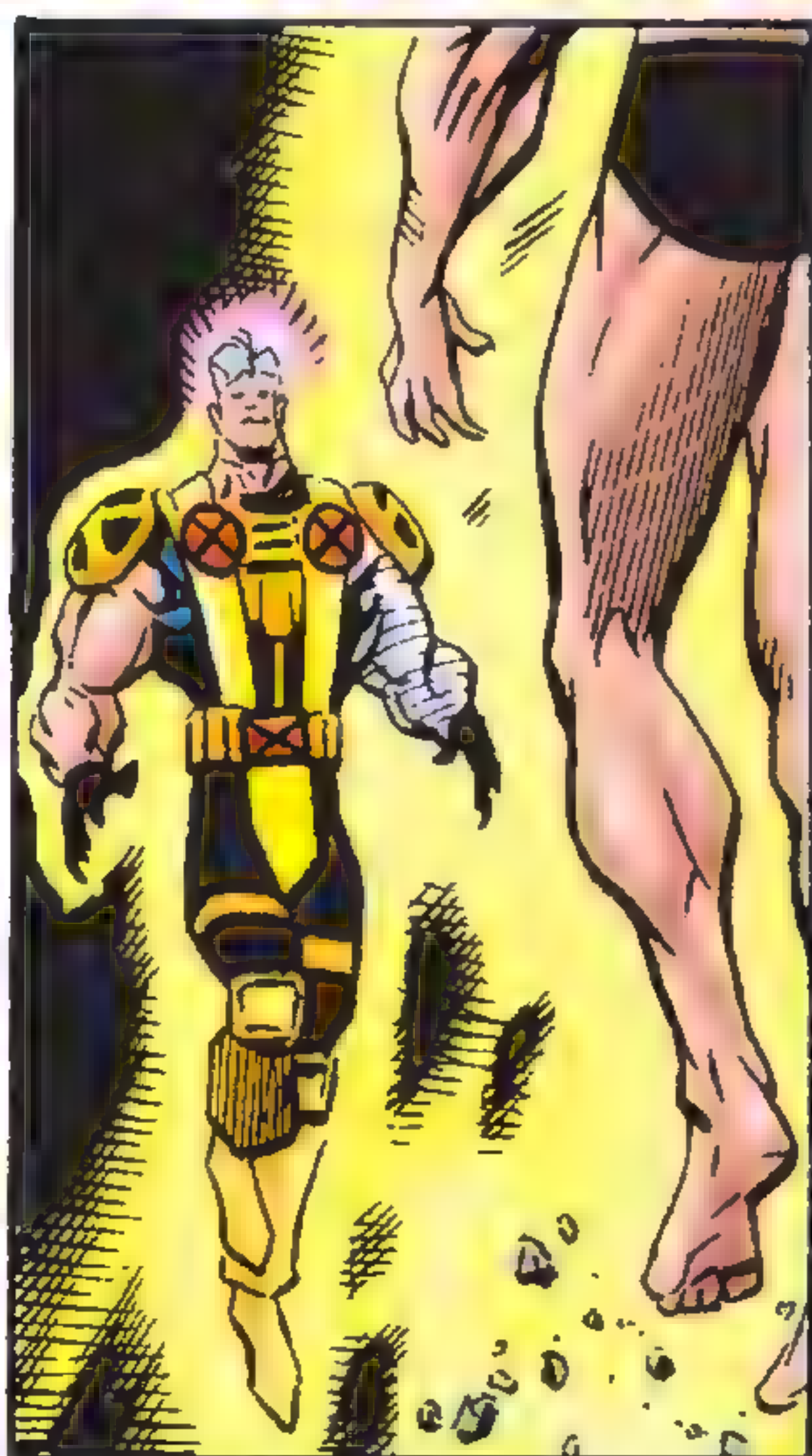
I SMASH AT
THE ROCK...
POUND AT THE
ENCASEMENT...



...SHATTERING
IT TO GET TO
THE CORE.



BECAUSE I SENSE THAT
IT'S WITHIN THERE... THAT
THE TRUE GOAL LIES.



Dr. BANNER,
I PRESUME.



CLEAR!

EVEN AS I CLEANSE HIS
MIND OF ONSLAUGHT'S
INFLUENCE...

...A PINPOINT STRIKE
FROM STORM JOLTS
HIS GREAT CHEST.

THE RESULT IS
INSTANTANEOUS...



...AND I ADMIT,
IMPRESSIVE.

HULK?
YOU...
OKAY?



-KOFF-

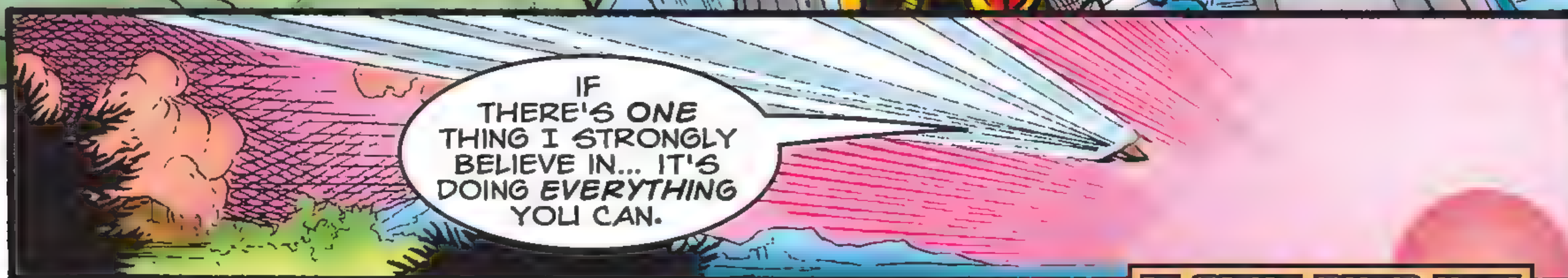
Oh...
perfect.



ARE
YOU SURE
YOU'RE UP FOR
THIS, Dr.
BANNER?

AM I SURE
OF THAT?
NO.

BUT
AM I SURE
I WANT A PIECE
OF WHOEVER
IT WAS SCREWING
WITH MY MIND?
DEFINITELY.



IF
THERE'S ONE
THING I STRONGLY
BELIEVE IN... IT'S
DOING EVERYTHING
YOU CAN.

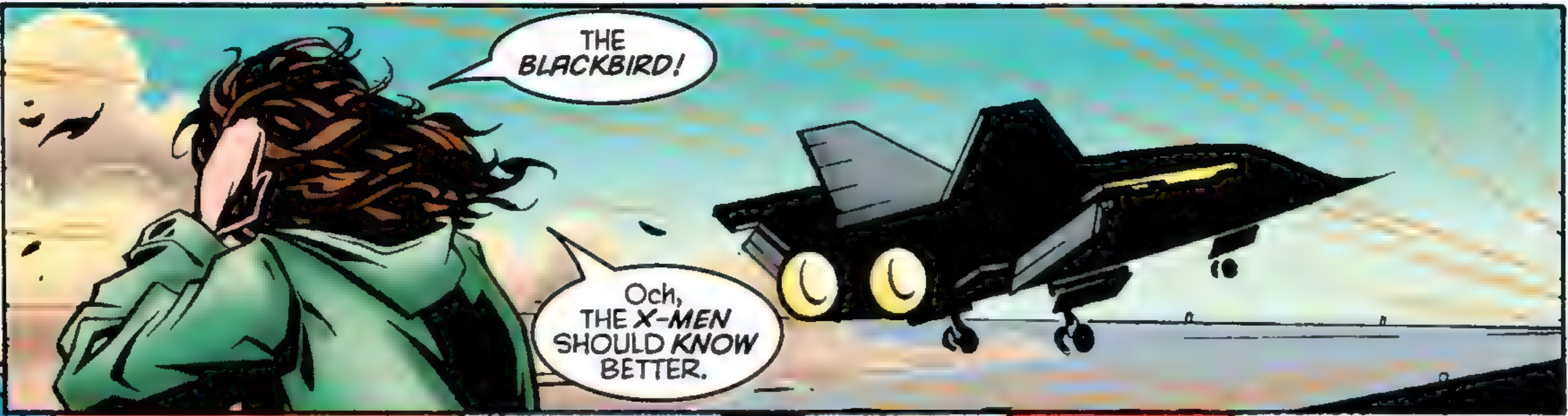
IT AIN'T OVER YET!

[illegible]



WHAT IS THAT AWFUL RACKET?

Oh.



THE BLACKBIRD!

Och, THE X-MEN SHOULD KNOW BETTER.



THE PLANE SLOWS TO A HALT, AND THE ICONS OF THE MUTANT STRUGGLE IN AMERICA STEP INTO THE HARSH WINDS OF SCOTLAND.

ARCHANGEL AND CANNONBALL TAKE TO THE AIR, ALMOST DEFENSIVELY.

PSYLOCKE, SISTER TO BRIAN BRADDOCK, STANDS TRIGGER-READY, HER ANGER LOADED IN HER EYES AND FISTS.

PHOENIX AND CYCLOPS MOVE ON BATTLE NERVES, EDGY AND HEARTBROKEN; ALL THIS IS OBVIOUS TO MOIRA, NOBEL-PRIZE WINNING GENETICIST AND FRIEND TO THE X-MEN.

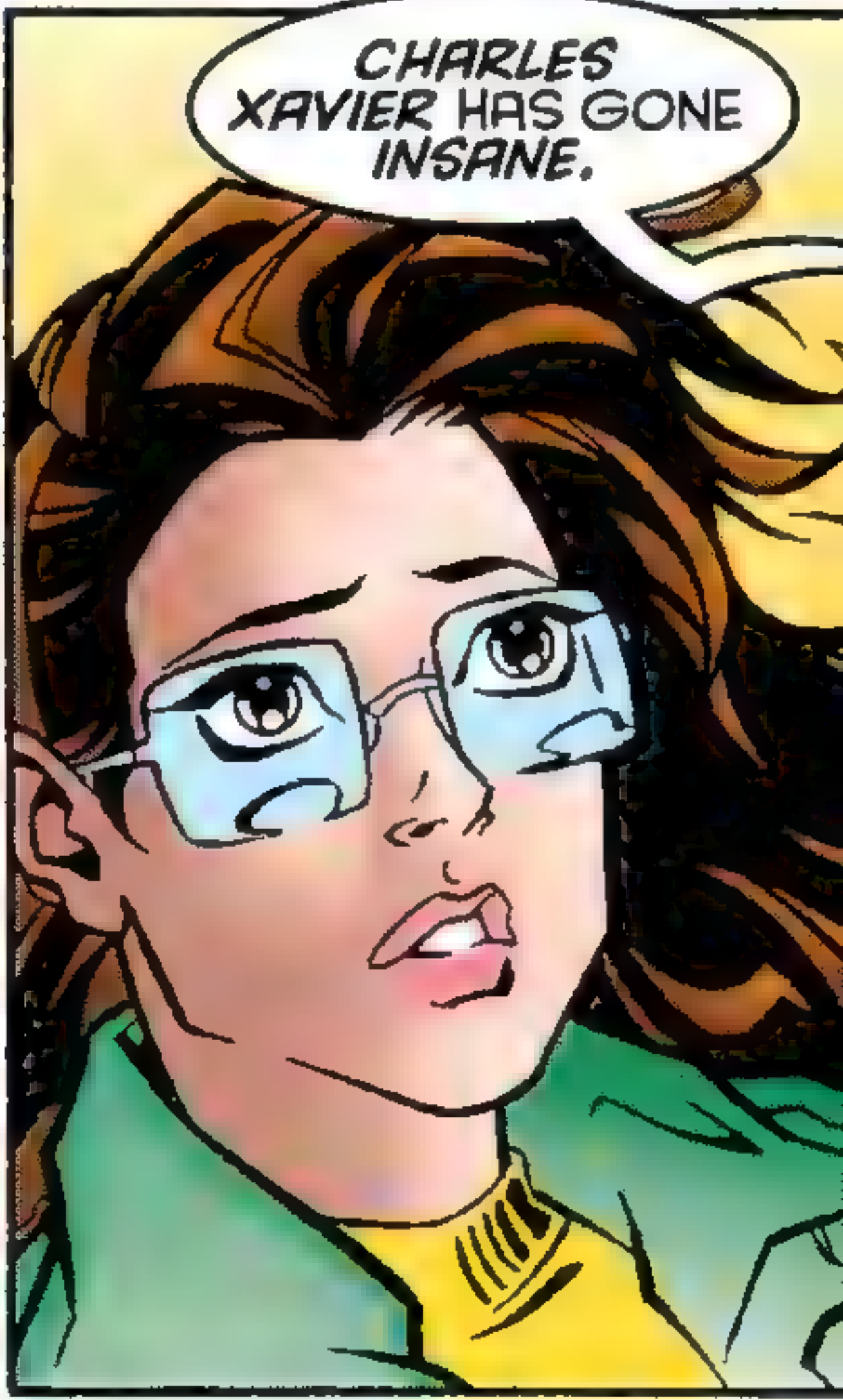


MOIRA'S DEFENSE MECHANISM IS HER TEMPER.

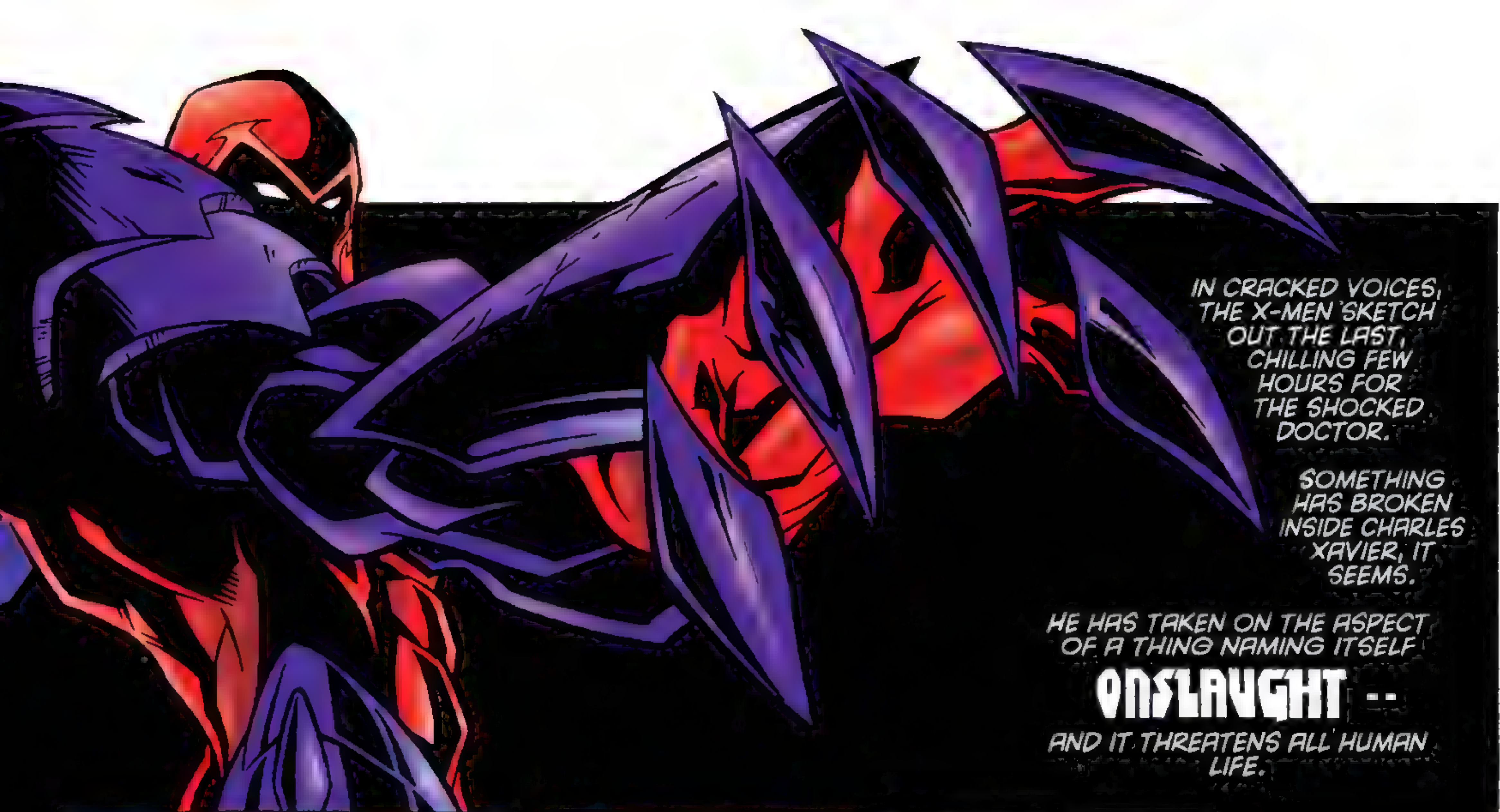
JUS' WHAT D'YE THINK YE'RE PLAYIN' AT?

JUS' ZAPPING ONTO MY ISLAND WI' YOUR BIG TOY, JEAN --

MOIRA. PLEASE. THERE'S... I CAN'T PUT THIS WELL.



CHARLES XAVIER HAS GONE INSANE.



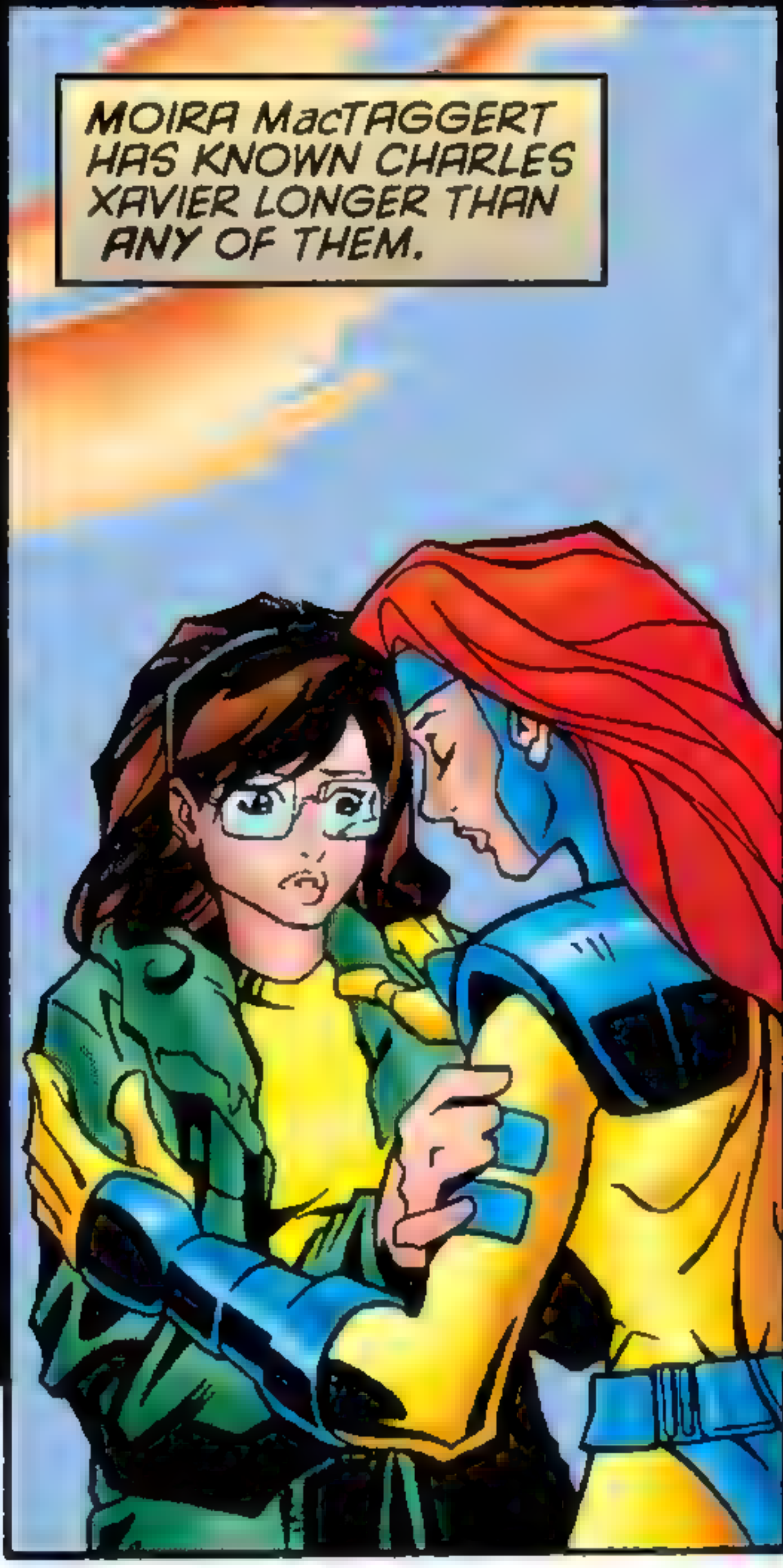
IN CRACKED VOICES, THE X-MEN SKETCH OUT THE LAST, CHILLING FEW HOURS FOR THE SHOCKED DOCTOR.

SOMETHING HAS BROKEN INSIDE CHARLES XAVIER, IT SEEMS.

HE HAS TAKEN ON THE ASPECT OF A THING NAMING ITSELF

ONSLAUGHT --

AND IT THREATENS ALL HUMAN LIFE.



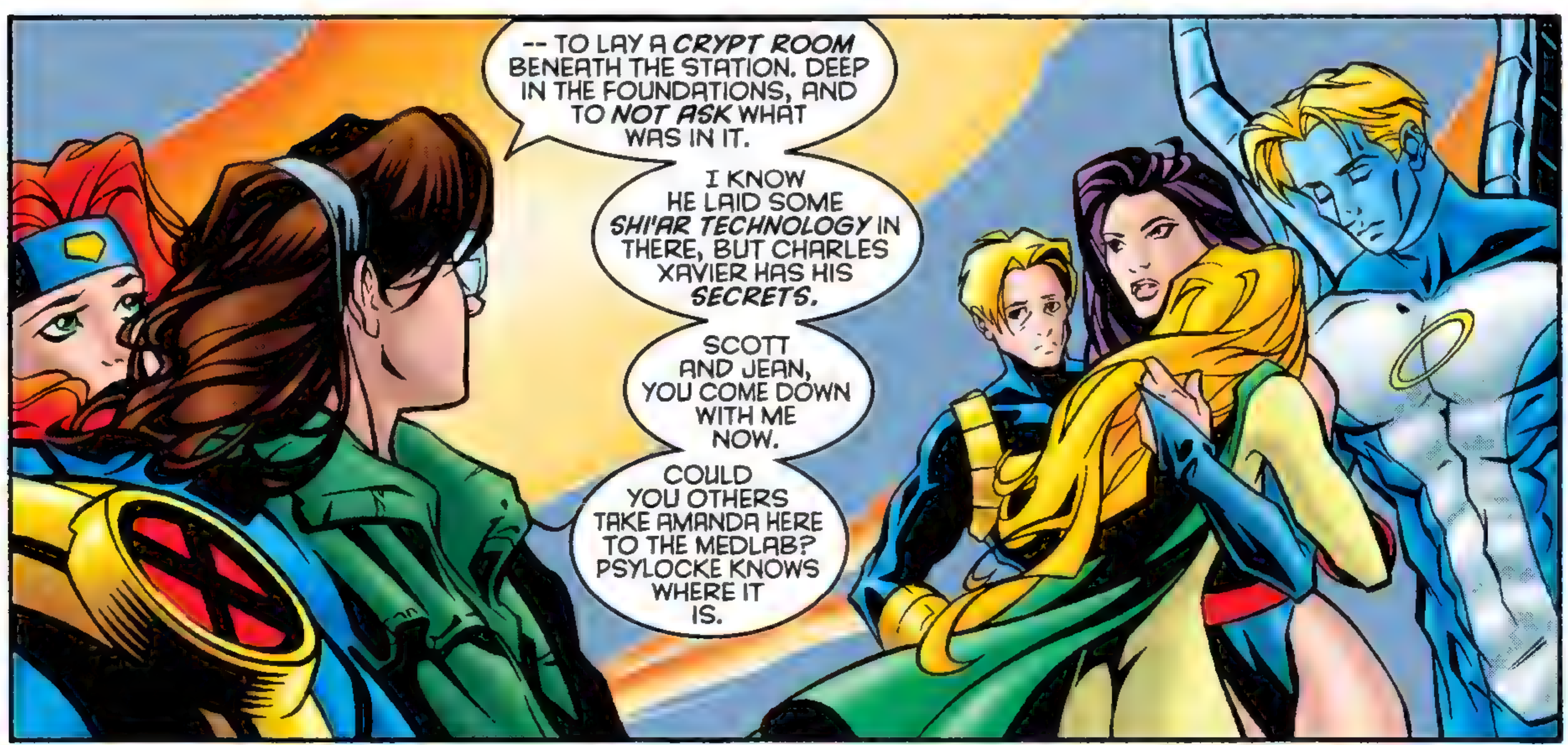
MOIRA MacTAGGERT HAS KNOWN CHARLES XAVIER LONGER THAN ANY OF THEM.



WE'VE HAD AN INDICATION THAT THERE'S SOMETHING HERE THAT COULD HELP US. A ROOM BENEATH MUIR?



AYE, I KNOW WHAT YE MEAN. CHARLES ONCE BEGGED A FAVOR FROM ME --



-- TO LAY A CRYPT ROOM BENEATH THE STATION. DEEP IN THE FOUNDATIONS, AND TO NOT ASK WHAT WAS IN IT.

I KNOW HE LAID SOME SHI'AR TECHNOLOGY IN THERE, BUT CHARLES XAVIER HAS HIS SECRETS.

SCOTT AND JEAN, YOU COME DOWN WITH ME NOW.

COULD YOU OTHERS TAKE AMANDA HERE TO THE MEDLAB? PSYLOCKE KNOWS WHERE IT IS.



BE NEATH
MUIR.

HERE.



Och,
CHARLES,
YOU BETTER
HAVE LEFT THE
DOOR OPEN
FOR ME...

... YES, IT'S
UNLOCKING...

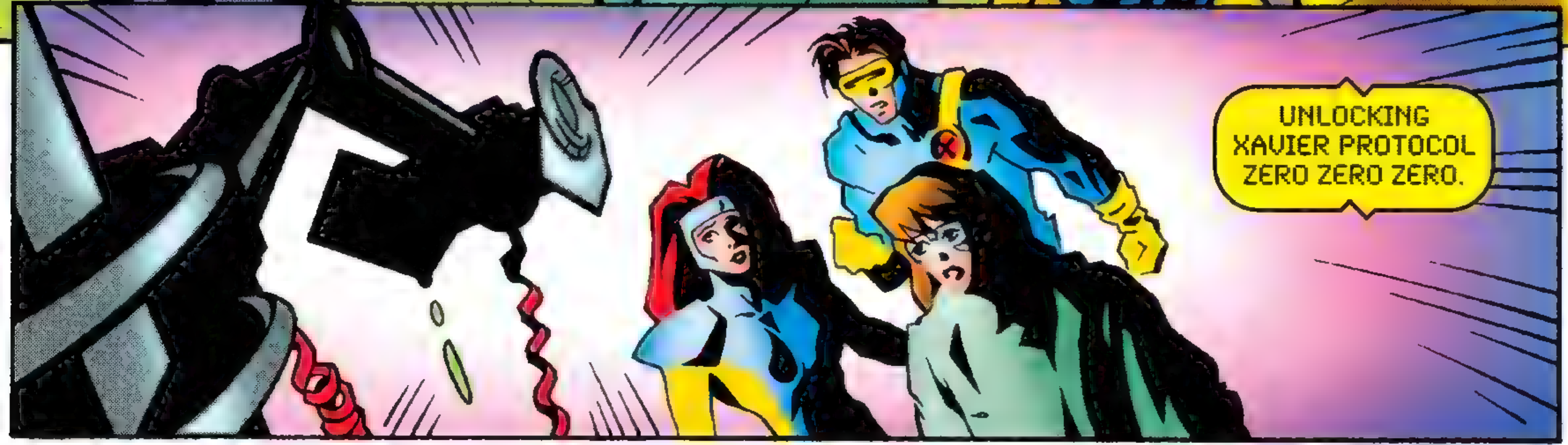


LORD
ALMIGHTY.

WHAT
ON EARTH HAS
HE DONE DOON
HERE?

THE CRYPT IS
UNSEALED.

SCANNING BRAINWAVE
SIGNATURES OF THOSE
PRESENT -- MOIRA
MACTAGGERT, SCOTT
SUMMERS, JEAN GREY
SUMMERS.



UNLOCKING
XAVIER PROTOCOL
ZERO ZERO ZERO.

MOIRA,
SCOTT, JEAN;
IF YOU THREE ARE
SEEING THESE IMAGES,
THEN I HAVE BECOME A
MORTAL THREAT TO
MY X-MEN.

IN
THIS INSTANCE, I
MUST BE STOPPED
BY ANY MEANS
NECESSARY.

SOME YEARS
AGO, I MADE A
STUDY OF VARIOUS
FORMS OF POSSIBLE
DEFENSE AGAINST
MY OWN PSYCHIC
ABILITIES.

THE
IMAGE NEXT TO
ME IS THAT OF AN
ANTI-PSIONIC ARMOR.
THE WEARER SHOULD
BE PROTECTED
FROM MY
TALENT.

WHEN I
FINISH SPEAKING,
A BLUEPRINT FOR
THIS ARMOR WILL
DOWNLOAD --

Och,
I SEE -- THE
COMBINATION OF
OUR BRAINPRINTS
FORMS A KEY TO
UNLOCK THE
FILE.

CLEVER...

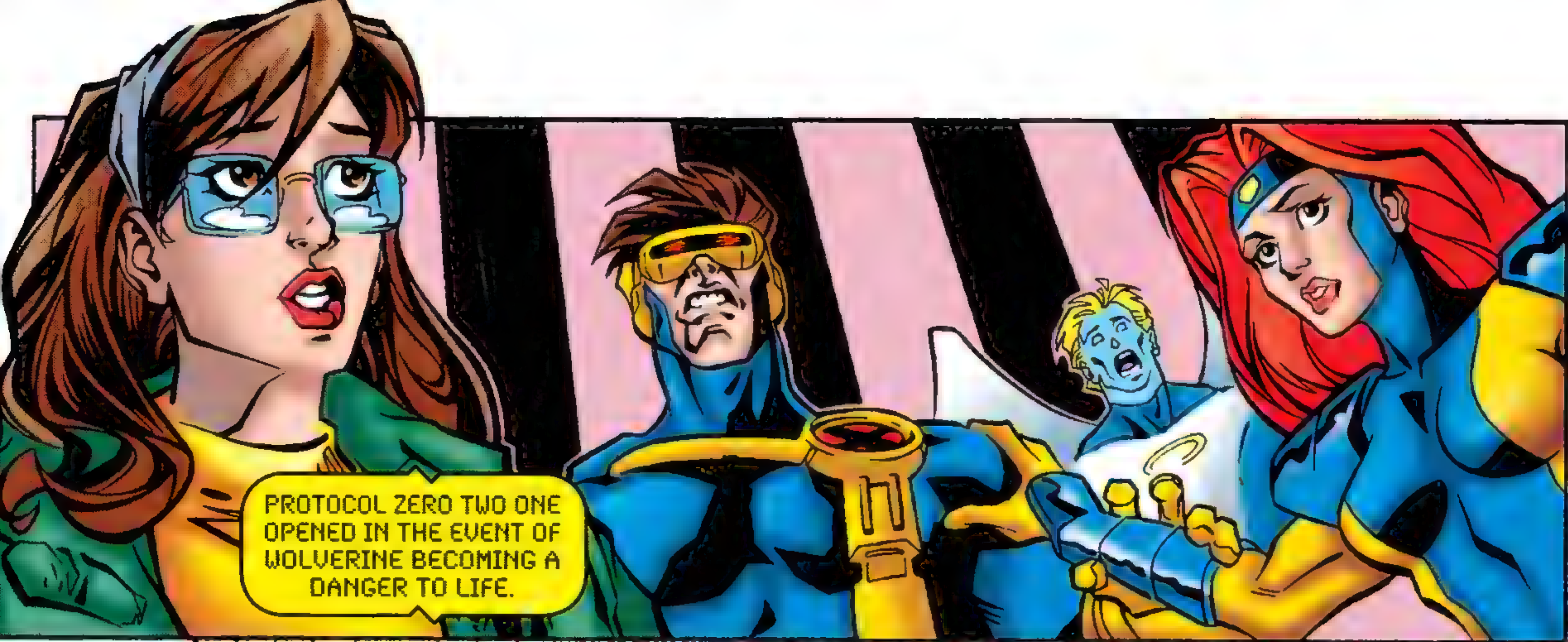
SORRY
TO INTERRUPT,
GUYS, BUT MISS
SEFTON HAS
FLOWN THE
COOP...

HEY!

NEW BRAINWAVE
SIGNATURE --
READING...

NEW KEY; WARREN
WORTHINGTON, SCOTT
SUMMERS, JEAN GREY
SUMMERS. UNLOCKING
XAVIER PROTOCOL
ZERO TWO ONE...

NO...



PROTOCOL ZERO TWO ONE
OPENED IN THE EVENT OF
WOLVERINE BECOMING A
DANGER TO LIFE.

SINCE THE LOSS OF HIS
ADAMANTIUM, WOLVERINE
HAS BECOME BOTH MORE
AND LESS OF A THREAT.

HE IS DIVESTED OF HIS UNBREAKABLE
SKELETON -- BUT HIS SENSES AND HIS
MUTANT HEALING FACTOR HAVE BEEN
INCREASED TO INCREDIBLE LEVELS. WHAT
WOULD HAVE BEEN A LETHAL WOUND TO
WOLVERINE THREE YEARS AGO WOULD
NOW BE A MOMENTARY ANNOYANCE.

ANY ASSAULT ON WOLVERINE,
IN THE EVENT OF HIS SANITY
BREAKING, WOULD HAVE TO BE
LONG-RANGE AND DECISIVE.

HIS HEAD WOULD HAVE TO BE
SEVERED, AND REMOVED
UTTERLY FROM THE VICINITY OF
HIS BODY TO PREVENT SWIFT
FLESH AND NERVE REGROWTH.

EVERY
NIGHT, WHEN
CHARLES WENT TO
HIS STUDY TO
WORK...

... HE WAS
THINKING
OF WAYS TO
KILL THE
X-MEN.

CANNONBALL --
PSYLOCKE, YOU
BETTER COME
DOWN.

PROTOCOL ONE
NINE THREE --
CABLE.

CABLE IS A POWERFUL
TELEPATH AND TELEKINETIC,
BUT A LARGE PART OF
HIS TELEKINETIC ABILITY
IS, AT ANY GIVEN TIME,
TIED UP IN CONTROLLING
HIS TECHNO-ORGANIC
DISEASE.

ATTACKS ON CABLE SHOULD MAKE
FULL USE OF THIS WEAKNESS, WITH
THE PREFERRED RESULT OF THE
DISEASE DEVOURING HIS BRAIN
AND MAJOR INTERNAL ORGANS --

I CANNAE
STAND THIS ANY
MORE. COMPUTER,
ENOUGH.

DOWNLOAD.

THE SPECS FOR
THE *ARMOR* ARE
ON THIS.

SO'S
EVERYTHING
ELSE WE'VE
SEEN, I'M
AFRAID.

OH,
MOIRA...
WE HAVE
TO LEAVE,
BUT...

HUSH
NOW. WE'VE
ALL GOT THINGS
TAE BE DONE,
JEAN.

TAKE
CARE.

MARVEL
COMICS



X-MEN

AUG '96 104

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WOLVERINE

ANSLAUGHT
AND BEYOND
UPDATE INSIDE!



THE ANSWER AT LAST!

THE BEGINNING OF

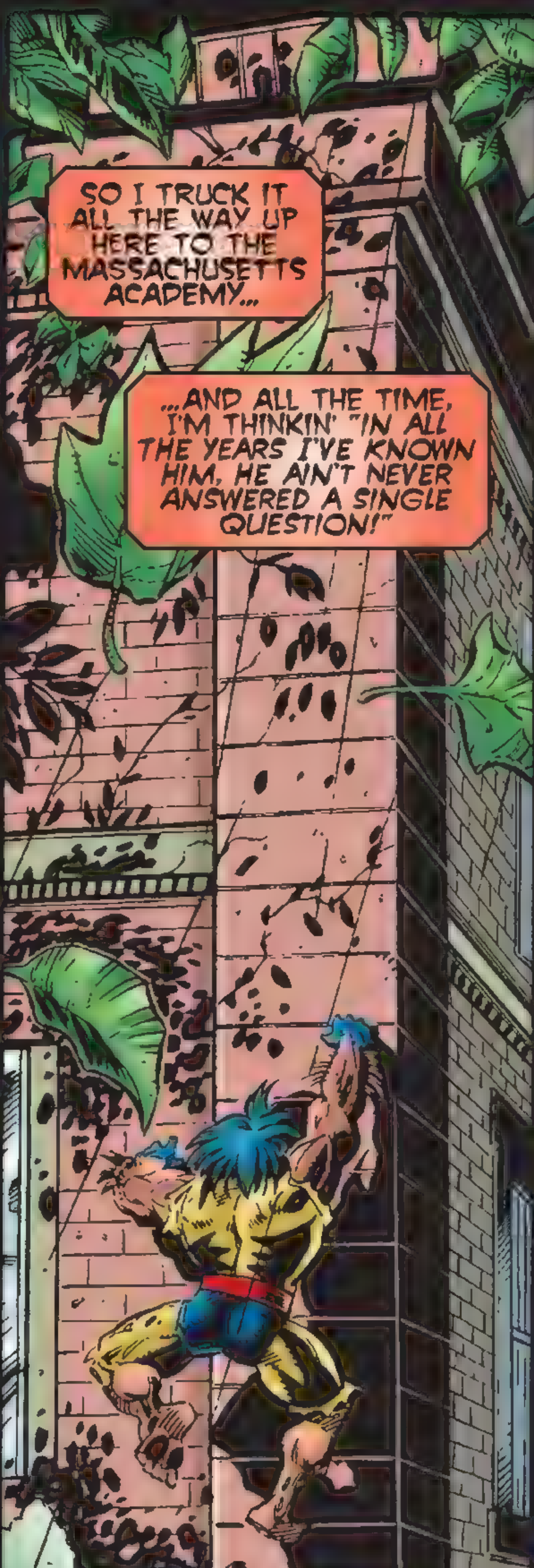
ANSLAUGHT

IMPACT

1



THEY SAID, "GO ASK HIM WHAT HE KNOWS ABOUT ONSLAUGHT!"



SO I TRUCK IT ALL THE WAY UP HERE TO THE MASSACHUSETTS ACADEMY...

...AND ALL THE TIME, I'M THINKIN' "IN ALL THE YEARS I'VE KNOWN HIM, HE AIN'T NEVER ANSWERED A SINGLE QUESTION!"



SO WHAT MAKES SCOTT AND JEAN THINK HE'S GONNA BECOME MISTER TALKATIVE ALL OF A SUDDEN?



DO THEY THINK I'VE GOT A SPECIAL INSIGHT INTO MYSTIC ABORIGINE THOUGHT PROCESSES BECAUSE I WENT THROUGH A FERAL REGRESSION FOR A WHILE?

HEY, I'M IN RECOVERY!

I'M CLAWIN' MY WAY BACK...

ONE DAY AT A TIME!



THE EMPEROR OF THE REALM OF CRIST

BUT TIME DON'T
MEAN THE SAME
THING TO
GATEWAY?

WE DON'T EVEN
KNOW IF TIME IS
RUNNIN' IN THE
SAME DIRECTION
FOR HIM AS IT
IS FOR US?

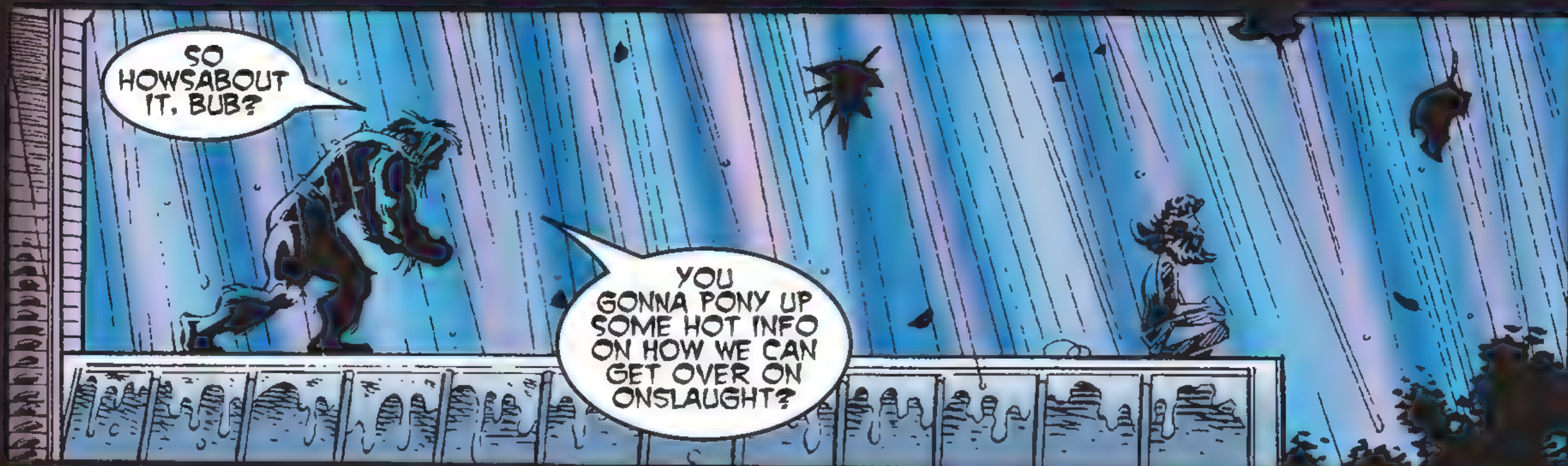
LISTEN UP,
GATEWAY?

IT'S
YER PAL, THE OL'
CANUCKLEHEAD!

SOME O'
MY BUDDIES IN
THE X-MEN WERE
WONDERIN' IF
MAYBE YOU'D FIND
IT IN YER HEART
TO HELP US
OUT?

WE'RE FACIN'
THE MOST
POWERFUL EVIL
ENTITY WE'VE EVER
BEEN UP AGAINST.
SOMETHIN' CALLED
ONSLAUGHT...

ASTAN LEE
Presentation
brought to you by:
LARRY HAMA
script
VAL SEMEIKS
pencils
CHAD HUNT
inks
RICHARD
STARKINGS &
COMICRAFT
letters
JOE ROSAS
colors
MALIBU
enhancement
BOB HARRAS
editor & chief



SO
HOWSABOUT
IT, BUB?

YOU
GONNA PONY UP
SOME HOT INFO
ON HOW WE CAN
GET OVER ON
ONSLAUGHT?



OKAY,
SO MAYBE
EXPECTIN' YA
TO WAX
LOQUACIOUS
IS A BIT
MUCH...

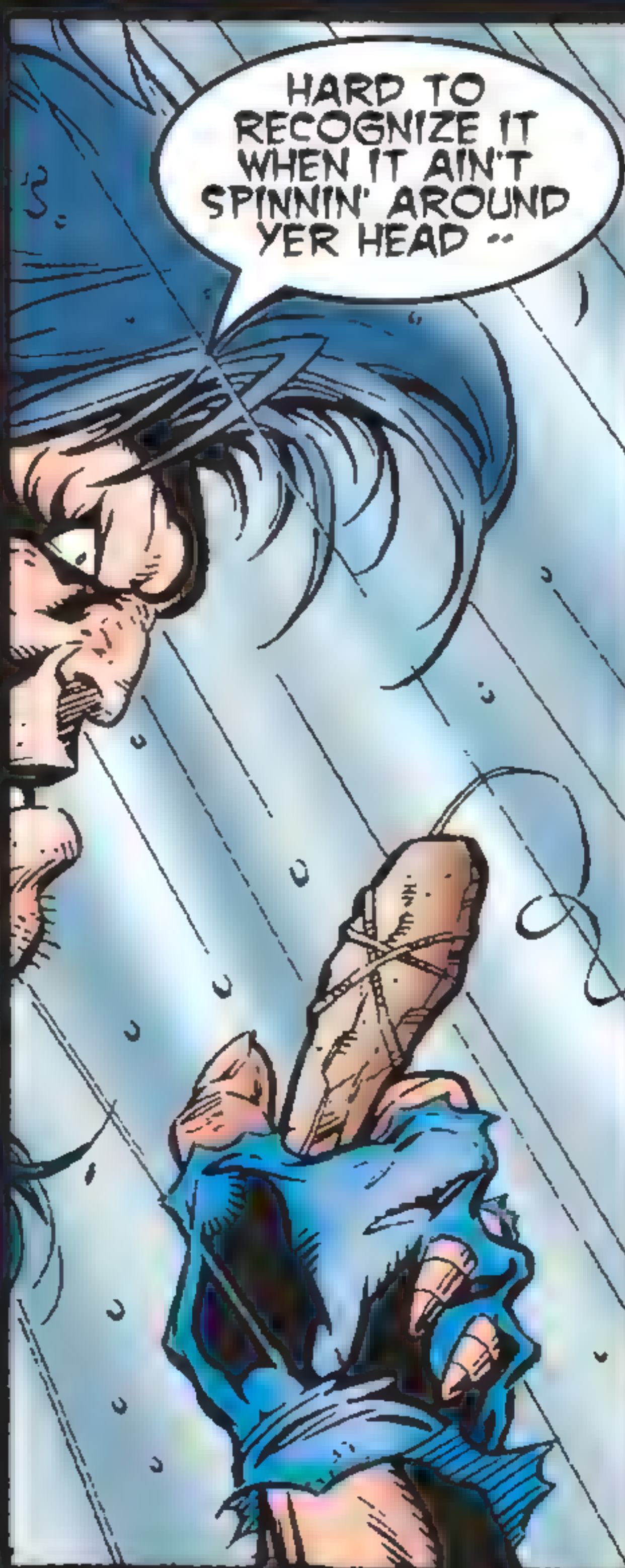
...HOWSABOUT
A CLUE?

I'LL
SETTLE
FOR HEAD-
NODS
AND FINGER
WAGGLIN'...



WHUZZIS?

YER
WHIRLIGIG!



HARD TO
RECOGNIZE IT
WHEN IT AIN'T
SPINNIN' AROUND
YER HEAD --



PONK

-- AND WHEN IT'S SPINNIN', TIME AND SPACE GO OUT TO LUNCH?

ARE YA SPINNIN' ME UP A COSMIC SHOW AND TELL, GATEWAY?

TOKYO!

THE YASHIDA ESTATE!

THAT TERRIBLE TIME WHEN ME AND GAMBIT AND SILVER SAMURAI WERE THROWIN' DOWN ON MATSUO'S HAND NINJAS...

...WHEN MATSUO HAD MARIKO POISONED WITH BLOWFISH TOXIN --

-- MARIKO WHO WAS PROMISED TO BE MY BRIDE!

LOGAN-SAN! SPARE ME THE FINAL AGONIES!

RELEASE MY SOUL WHILE IT STILL SINGS WITH MY LOVE FOR YOU!

USE YOUR CLAWS, MY BELOVED!

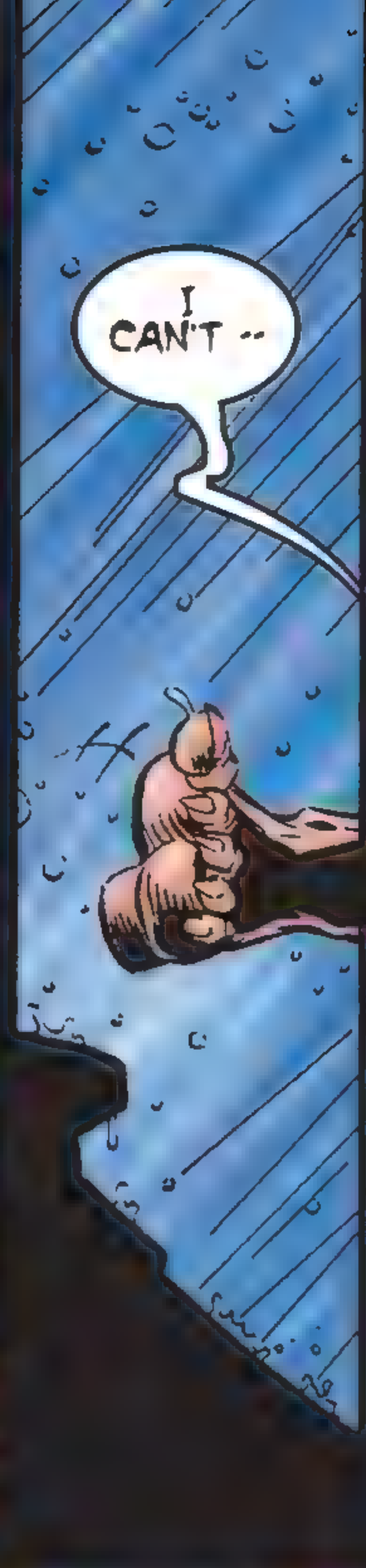
NOOOOOO! I CAN'T --

-- THESE ARE GHOSTS FROM MY PAST!

GATEWAY! WHY ARE YOU MAKING ME RELIVE THE WORST THING THAT EVER HAPPENED TO ME?



I CAN'T BEAR IT!



I CAN'T --



THANKS, DARLIN'...



...BUT JUST WHAT ARE YOU DOIN' UP HERE, ELEKTRA?

YOU BEEN DOGGIN' MY TRAIL ALL THE WAY FROM SALEM CENTER?

YOU LEAD QUITE A CHASE.

THIS AIN'T YOUR BUSINESS.

YOU ARE MY BUSINESS.

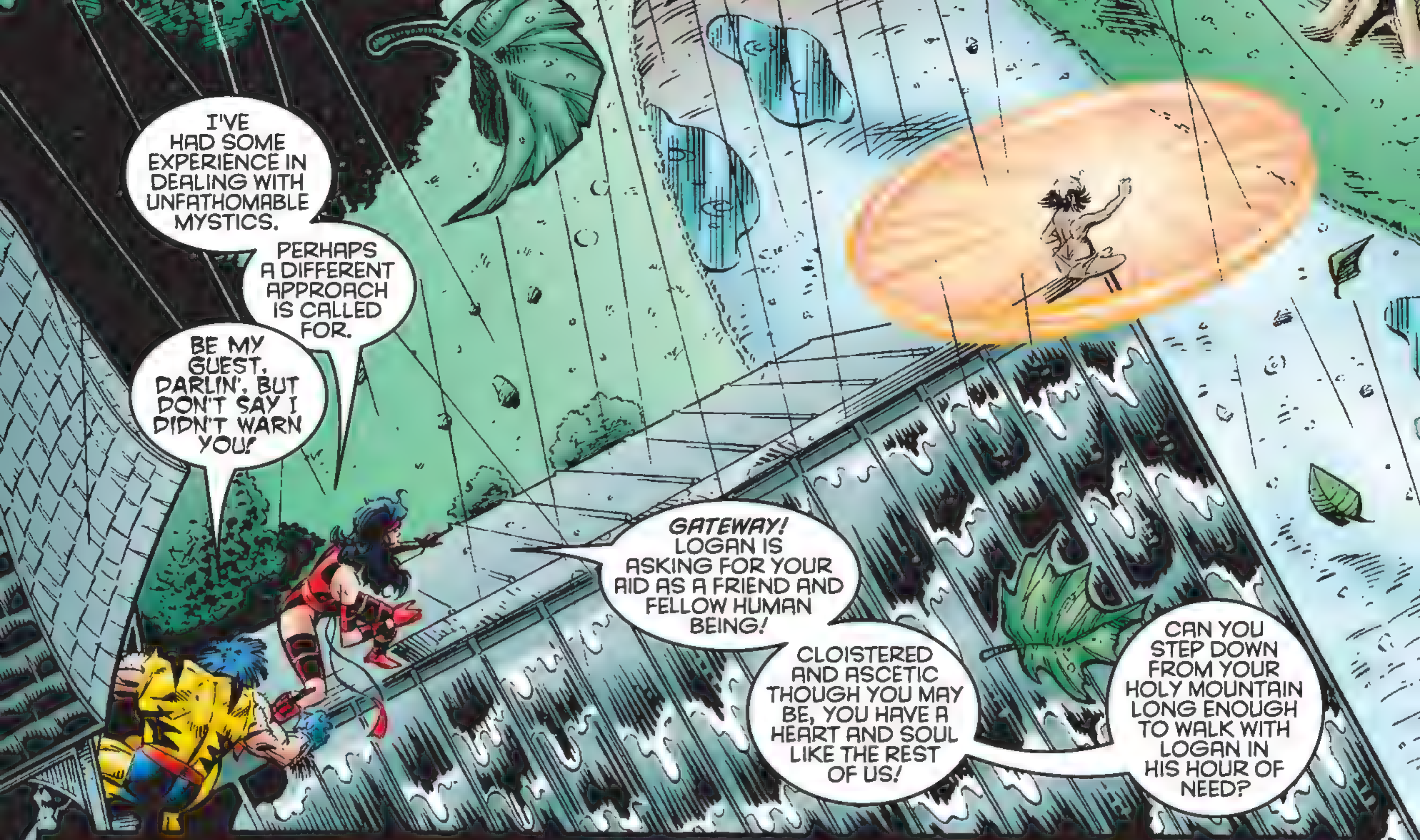
I HAVE BEEN TASKED WITH SETTING YOUR FEET BACK ON THE PATH.



YOU CAN TAG ALONG IF YOU WANT, BUT SCHOOL IS DEFINITELY NOT IN SESSION UP HERE.

GETTIN' INFO OUTTA GATEWAY IS LIKE MEDITATIN' IN THE DESERT WHILE EATIN' NOTHIN' BUT LOCUSTS DIPPED IN HONEY...

...SOMETIMES THE ANSWERS YOU GET ARE A BIT BAKED.



I'VE HAD SOME EXPERIENCE IN DEALING WITH UNFATHOMABLE MYSTICS.

PERHAPS A DIFFERENT APPROACH IS CALLED FOR.

BE MY GUEST, DARLIN'. BUT DON'T SAY I DIDN'T WARN YOU!

GATEWAY! LOGAN IS ASKING FOR YOUR AID AS A FRIEND AND FELLOW HUMAN BEING!

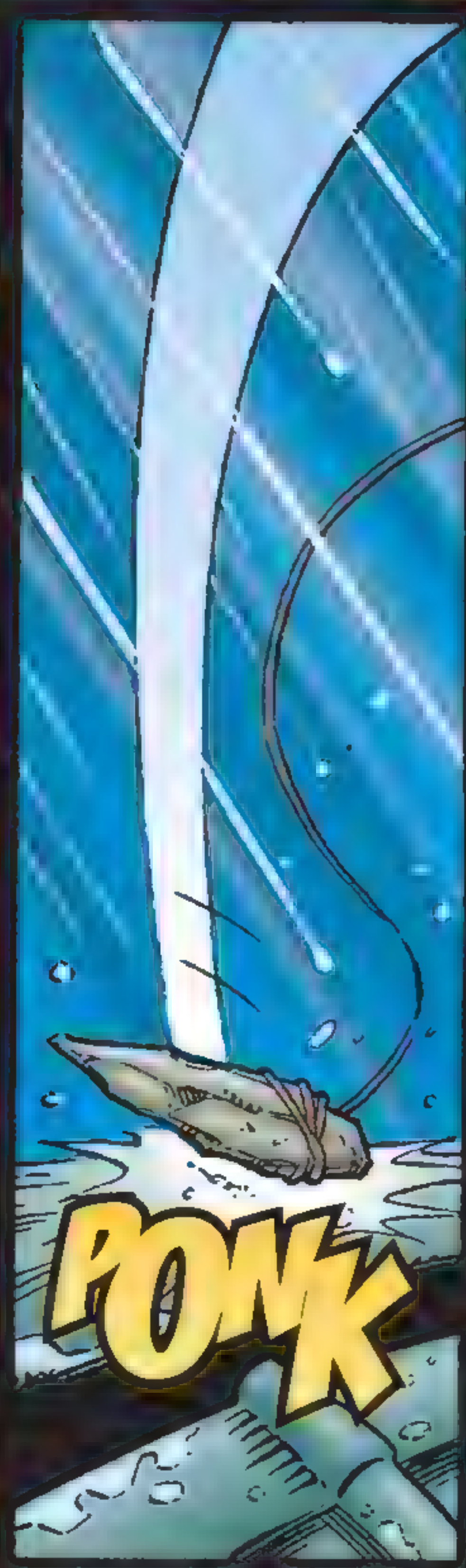
CLOISTERED AND ASCETIC THOUGH YOU MAY BE, YOU HAVE A HEART AND SOUL LIKE THE REST OF US!

CAN YOU STEP DOWN FROM YOUR HOLY MOUNTAIN LONG ENOUGH TO WALK WITH LOGAN IN HIS HOUR OF NEED?



NADA.

HE'S AS OBSTINATE AND ENIGMATIC AS *STICK!*



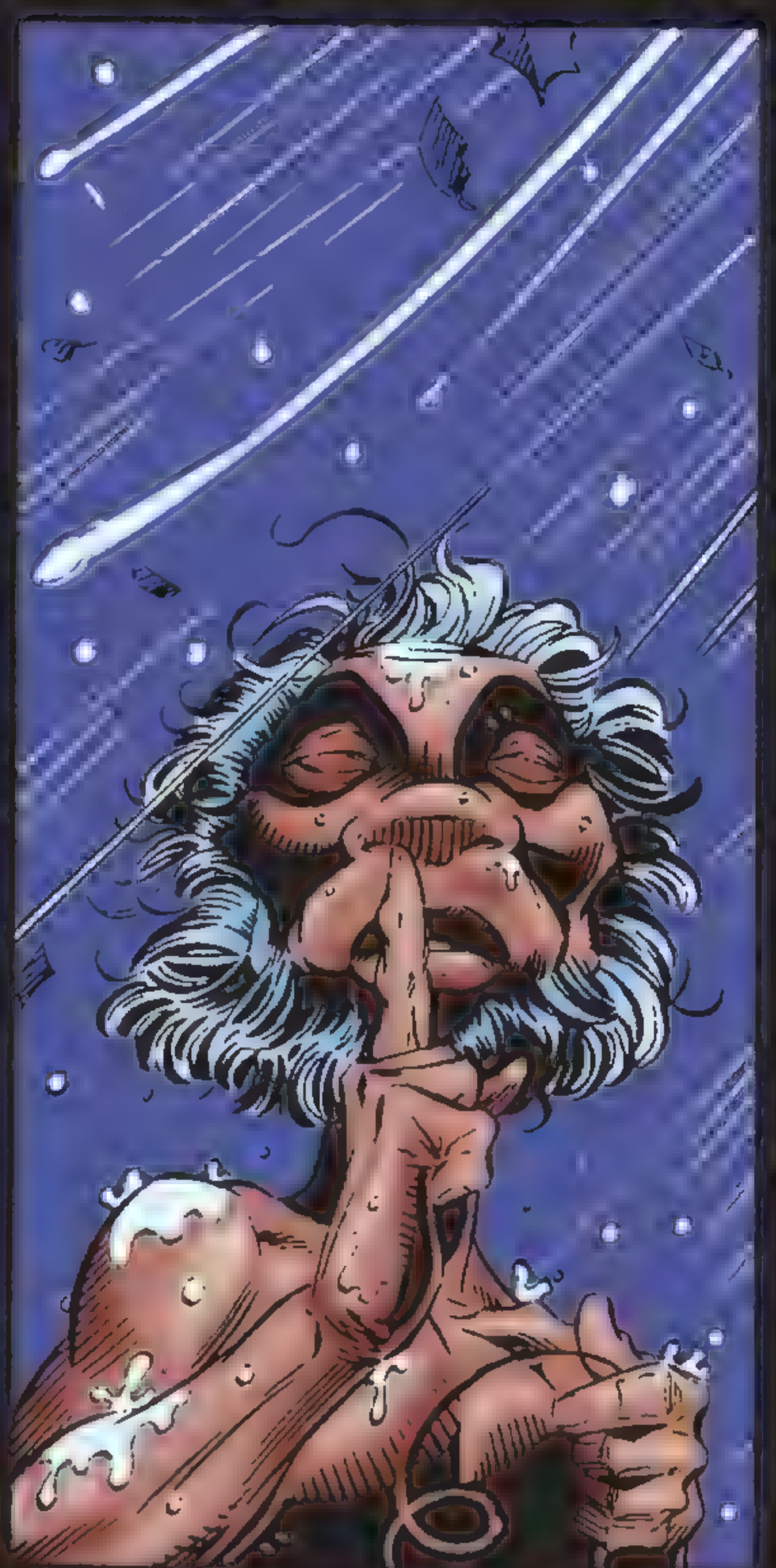


WHAT DID I SAY?

YOU MENTIONED SOMEONE NAMED STICK. YA THINK MAYBE THEY KNOW EACH OTHER?



DO YOU HAVE KNOWLEDGE OF HE WHO IS CALLED *STICK*? HE WHO WAS MASTER OF THE *CHASTE*?



Oh, GATEWAY --

-- WHY DOES MY HEART *DREAD* WHAT YOU ARE ABOUT TO SHOW ME?

WHAT IS THIS?

I DON'T REMEMBER THIS FETID RIVER OR THIS COWLED BOATMAN!

THIS IS NO GLIMPSE OF MY PAST --

-- UNLESS IT IS WHAT WE MORTALS MAY NOT PRESERVE IN MEMORY FOR THE SAKE OF OUR SANITY!

WHO ARE THOSE WHO STAND TORMENTED UPON THE FAR SHORE, IN THAT BLEAK AND DARKLING STRAND?

ELEKTRAAA!

ONE OF THEM CALLS MY NAME IN A FAMILIAR VOICE --!

FATHER!!

BUT HE IS DEAD!

TO WHAT DREAD PLACE HAVE YOU BROUGHT ME, BOATMAN?

WHO ARE YOU?

ARE YOU THE SPECTRE OF DEATH?



THEN,
I AM COME
TO THE RIVER
OF WOEP

AND
THESE
NINJAS OF
THE
HAND --

-- WERE
THEY NOT THE
ELDRITCH
INSTRUMENTS BY
WHICH MY SOUL WAS
PLUCKED BACK FROM
THE KINGDOM
OF THE
SHADOWS?

FOR I
WAS TRULY
DEAD AND HAD
LAIN IN MY GRAVE
WITH WORMS
AND
BEETLES!

I
WOULD
HAVE BEEN
BROUGHT BACK
AS A REVENANT
IN BONDAGE TO
THE DIRE WHIMS
OF THE
HAND...

... BUT
FOR THE
PURE LOVE
OF ONE
MAN!

HE,
WHO I AM
NO LONGER
WORTHY
OF!



OH, GATEWAY! WHAT EARTHLY *PURPOSE* IS THERE IN SEARING MY SOUL WITH IMAGES BEST LEFT FORGOTTEN FOREVER?



CAN YOU BE THAT *HATEFUL*?!



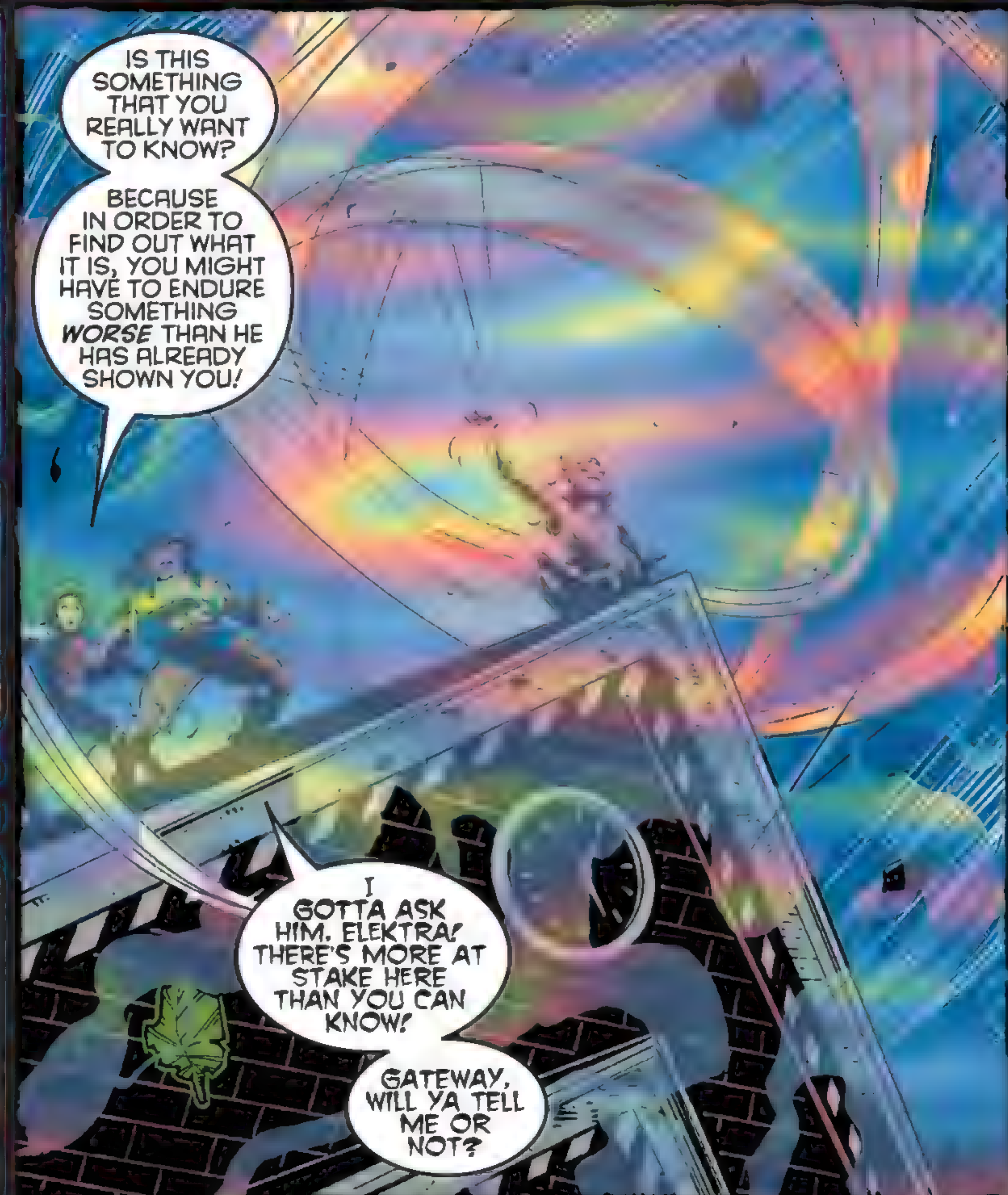
IT'S ALL RIGHT, DARLIN'. IT'S JUST GATEWAY'S DOG AND PONY SHOW!

BUT IT *WASN'T*! IT WAS THE WORST THING THAT EVER HAPPENED TO ME!



HE IS NOT DOING THIS TO TORTURE US.

HE IS SHOWING US THE WORST, MOST TERRIBLE THINGS, BECAUSE SOMEWHERE IN THEM IS THE *ANSWER*.



IS THIS SOMETHING THAT YOU REALLY WANT TO KNOW?

BECAUSE IN ORDER TO FIND OUT WHAT IT IS, YOU MIGHT HAVE TO ENDURE SOMETHING *WORSE* THAN HE HAS ALREADY SHOWN YOU!

I GOTTA ASK HIM, ELEKTRA! THERE'S MORE AT STAKE HERE THAN YOU CAN KNOW!

GATEWAY, WILL YA TELL ME OR NOT?



WELL,
THAT CERTAINLY
ELICITED A
RESPONSE!

AT
LEAST
WE'RE OUT
O' THE
RAIN!

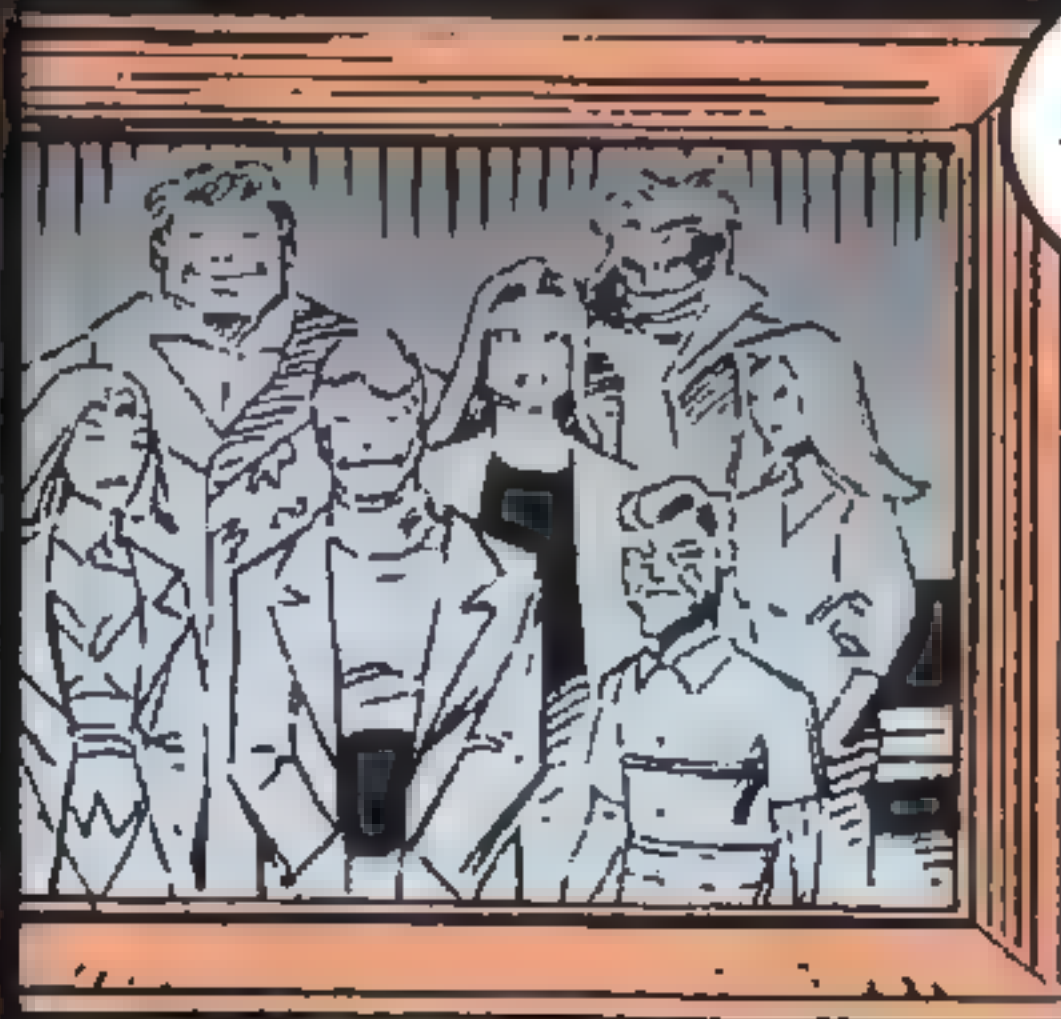
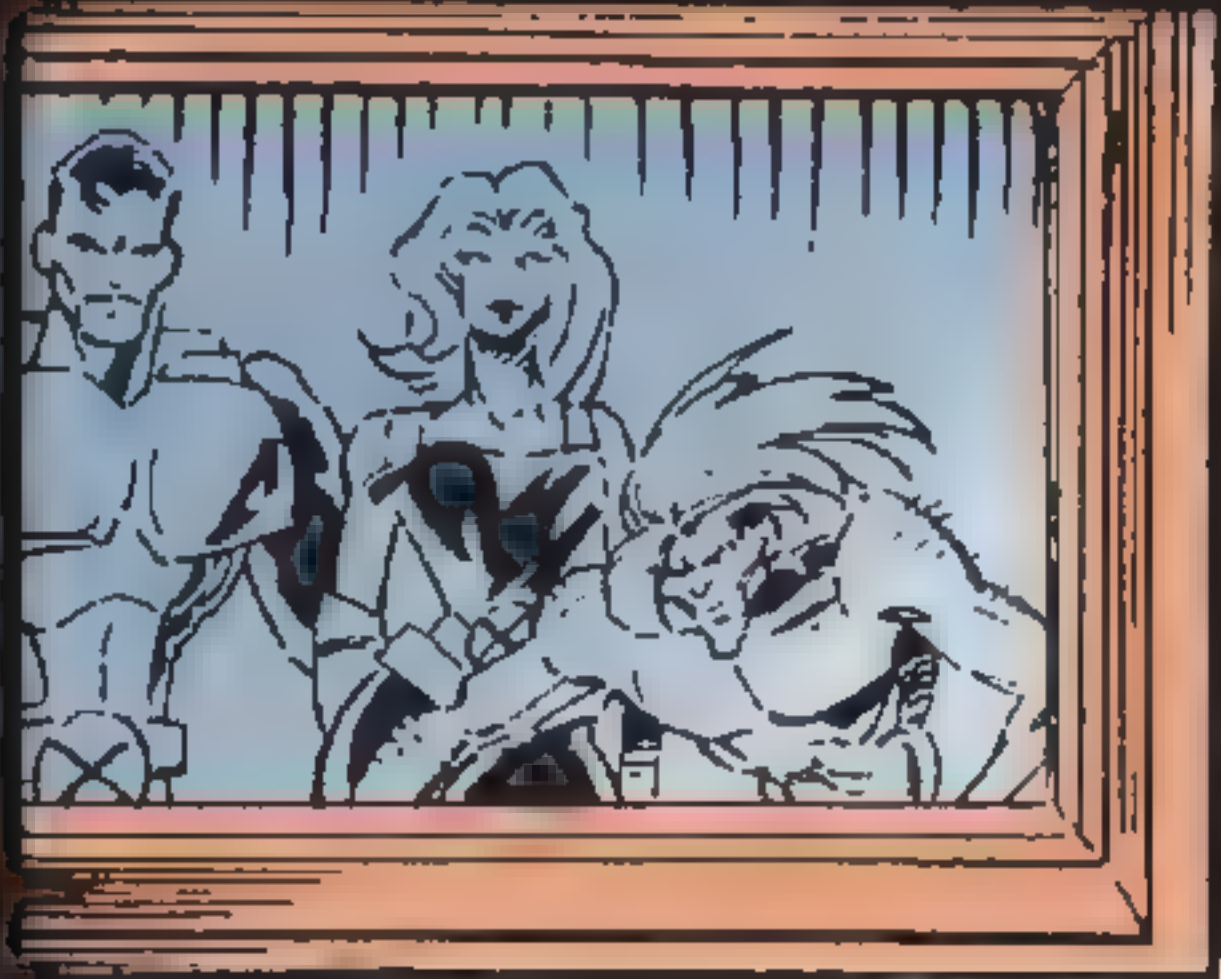


HE HAS
TRANSPORTED
US TO A PROPER
SETTING TO
ANSWER YOUR
QUESTION,
LOGAN...



... WHAT
IS THIS GREAT
AND TERRIBLE
SECRET
QUESTION?

WHY IS IT SO
IMPORTANT?



IT'S
EVERYTHING
AND EVERYBODY
I HOLD DEAR.
ELEKTRA...

AND
IT'S THE
FATE O' THE
WHOLE
WORLD.





PROFESSOR
CHARLES XAVIER,
THE MAN
WHO GAVE MEANING
AND PURPOSE TO MY
LIFE. THE FOUNDER
AND THE GUIDING
LIGHT O' THE
X-MEN...

...A MAN
WHOSE FRAIL
BODY IS CONFINED
TO A WHEELCHAIR,
BUT IS BY FAR THE
MOST POWERFUL
PSI-TALENT IN
THE WORLD!

THIS
ONCE KIND AND
JUST MAN HAS BEEN
TRANSFORMED INTO THE
MONSTROUS, EVIL ENTITY
WHO CALLS HIMSELF

ONSLAUGHT

ONSLAUGHT
IS WILLIN' AND
CAPABLE O' TAKIN'
OVER THE WHOLE
PLANET AND MAKIN'
IT OVER TO HIS
OWN PERVERSED
PLAN!



I
HAD NO
IDEA...



YOU GOT
SOMETHIN' TO
SHOW ME,
BUB --?



-- BETTER
GET **ON**
WITH IT!

AIN'T IT SOMETHIN' WHEN YA GET WHAT YA ASK FOR --?

-- IN SPADES!

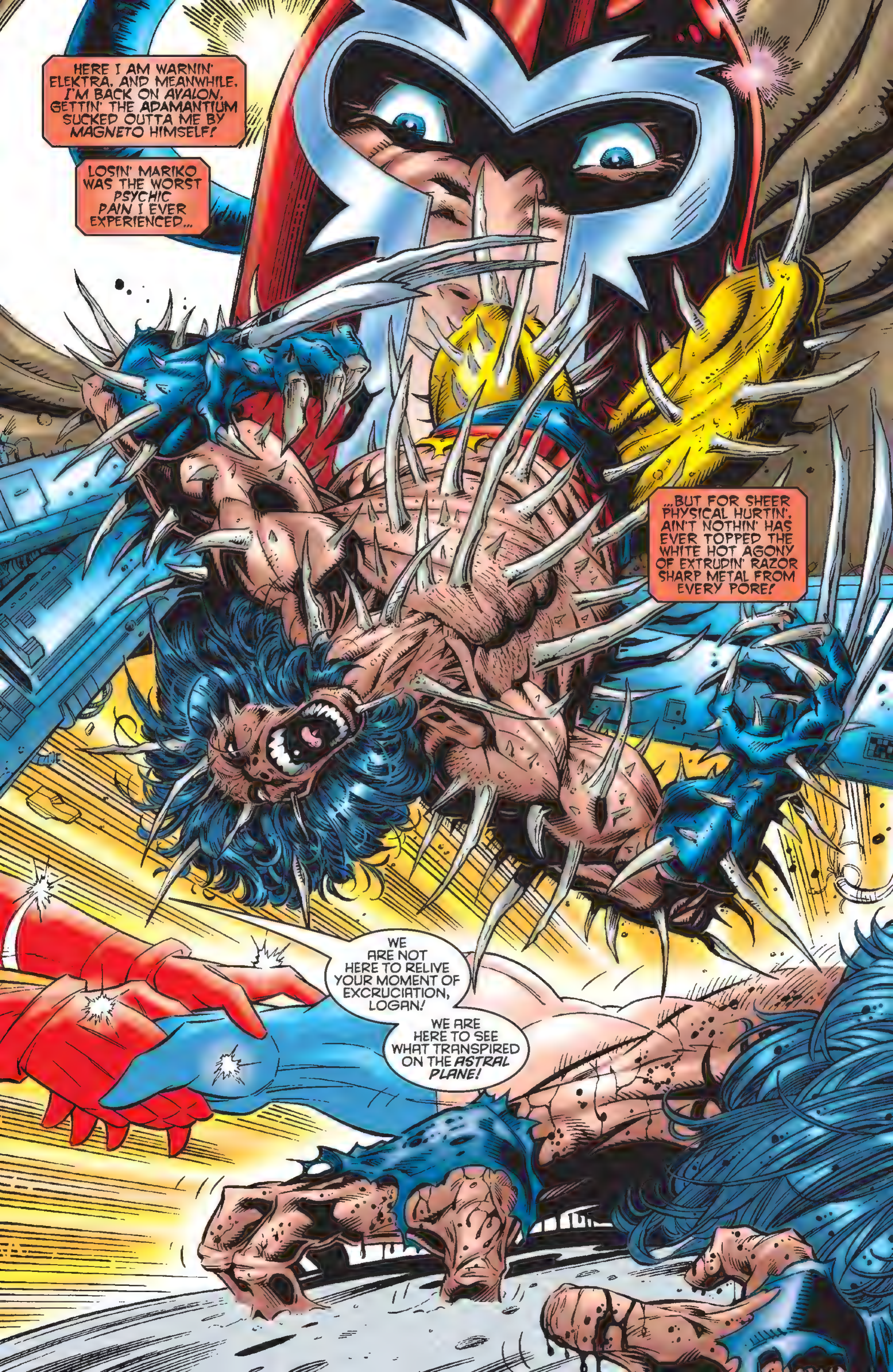
THIS IS KIND OF LATE TO BE ASKING, BUT WHEN GATEWAY "SHOWS" US THINGS, IS IT JUST AN ILLUSION, OR ARE WE THERE?

IT'S THE REAL THING, DARLIN'!

HE CAN BEND TIME AND SPACE AND REDUCE US TO OUR ASTRAL BODY AVATARS!

HANG ON TO YOUR STOMACH, ELEKTRA --

-- WE'RE ABOUT TO GO MOLECULAR!



HERE I AM WARNIN' ELEKTRA, AND MEANWHILE, I'M BACK ON AVALON, GETTIN' THE ADAMANTIUM SUCKED OUTTA ME BY MAGNETO HIMSELF!

LOSIN' MARIKO WAS THE WORST PSYCHIC PAIN I EVER EXPERIENCED...

...BUT FOR SHEER PHYSICAL HURTIN', AIN'T NOTHIN' HAS EVER TOPPED THE WHITE HOT AGONY OF EXTRUDIN' RAZOR SHARP METAL FROM EVERY PORE!

WE ARE NOT HERE TO RELIVE YOUR MOMENT OF EXCRUCIATION, LOGAN!

WE ARE HERE TO SEE WHAT TRANSPIRED ON THE ASTRAL PLANE!

THIS IS STUFF I HEARD ABOUT, BUT NEVER SAW --

I WAS TOO -- I WAS --

LOGAN -- I NEVER REALIZED THE EXTENT OF THE TRAUMA -- I --

BY WHAT RIGHT, CHARLES, DO THE CHOICES YOU MAKE FOR THE LIVES OF HOMO SAPIENS AND SUPERIOR ALIKE...

... MAKE YOU ANY LESS MISGUIDED THAN I?

IT IS THE FUNDAMENTAL DIFFERENCE IN OUR VIEWS, MAGNUS!

MINE IS A DREAM TO LIVE IN HARMONY WITH THOSE WHO FEAR AND DESPISE US...

... AND YOURS DEMANDS THAT WE RULE OVER THOSE WHO OPPOSE US!

NO MORE, MAGNUS --

NO MORE!

LOGAN SHALL BE THE LAST! NO ONE ELSE WILL SUFFER! ☒

GATEWAY JUST HIT THE SLO-MO BUTTON ON HIS WHIRLIGIG!

WHATEVER HAPPENS IN THE NEXT FEW SECONDS IS WHAT HE WANTED YOU TO SEE --

-- BUT WHY IS EVERYTHING FADING TO WHITE?!



IT'S
THE HARSH
GLARE O'
TRUTH,
ELEKTRA!

WE'RE
PHASIN'
INTO ANOTHER
LEVEL O'
PERCEPTION.

WE'RE
WITNESSIN'
THE PURE LIGHT
O' XAVIER'S PSI
POWER AS IT SLAMS
RIGHT THROUGH
THE CORE O'
MAGNETO'S
ESSENCE...

...AND
WIPES HIS
SLATE!

BUT
WHAT IS THAT
DARK MASS IN
THE CENTER OF THE
SHINING AVATAR OF
MAGNETO...?



... DO
YOU SEE
IT?

IT'S SOME TWISTED
HOMUNCULUS!



IS IT
AN ASTRAL
MANIFESTATION
OF MAGNETO'S
DARK EGO?



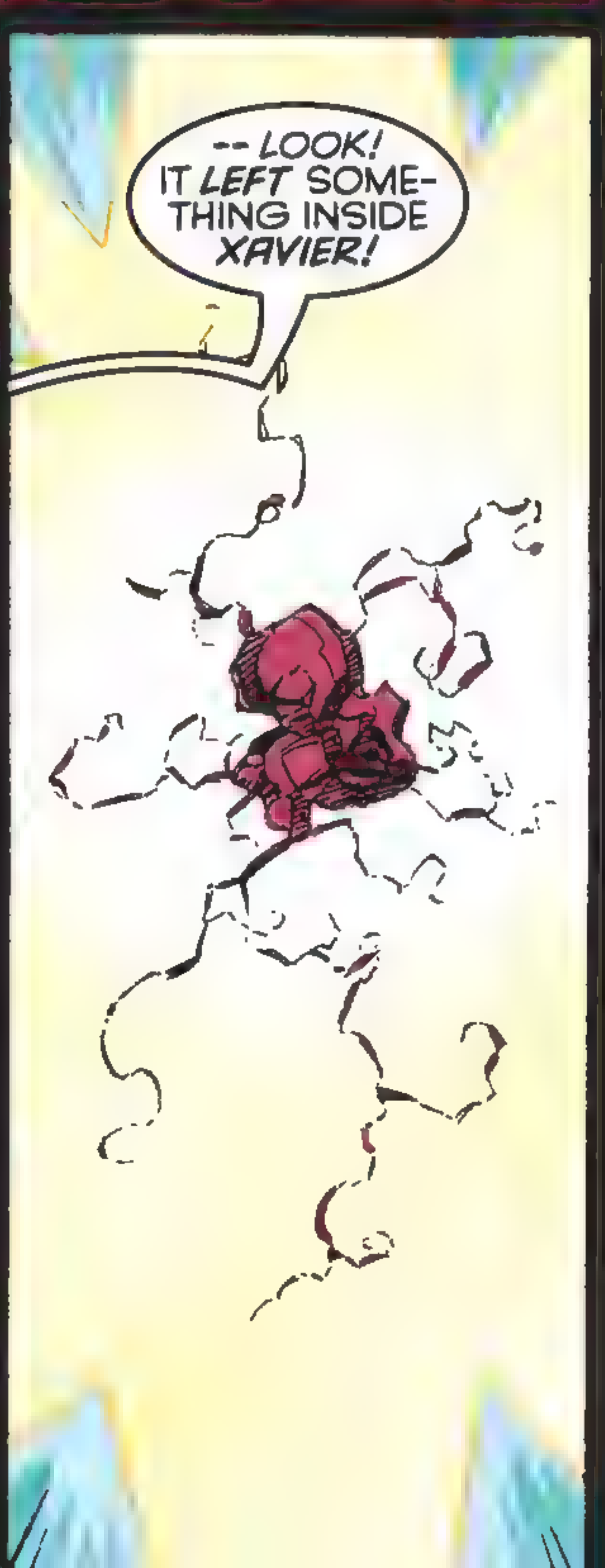
LOOK,
LOGAN! IT'S
REACHING
OUT --!



-- IT'S
EXTENDING
ITSELF RIGHT
INTO THE CHEST
OF THE XAVIER
AVATAR!



ALL OF
THIS TOOK
PLACE IN A
FRACTION OF A
SECOND, AND
ON A RARIFIED
PLANE --!



-- LOOK!
IT LEFT SOME-
THING INSIDE
XAVIER!





HE DID
IT FOR
ME.

HE SAW WHAT
MAGNETO DID
TO ME AND HE
SAW THAT IT
WAS PURE
MEANNESS
AND SPITE...

...AND SOMETHIN'
SNAPPED INSIDE
O' THAT GOOD,
KIND MAN.



IT'S NOT
AS IF YOUR
FRIEND, PROFESSOR
XAVIER, TURNED EVIL
ON HIS OWN,
LOGAN...



... IT WAS
MAGNETO'S
DOING.

YOU'RE
WRONG.
ELEKTRA.

MAGNETO'S
DARK SIDE
WOULDN'T HAVE
EVER HAD THE
POWER TO REACH
HIM LIKE
THAT...

XAV



IF HE
HADN'T LOST
IT AND LASHED
OUT LIKE HE
DID.

IT WAS
THE DARK
INSIDE O'HIMSELF
THAT LAID HIM
OPEN TO THE
TOUCH O'
MAGNETO.

AND
THAT MAKES
ME PARTLY TO
BLAME, BECAUSE I
WAS THE ONE WHO
LOST IT FIRST
AND PUSHED
MAGNETO TOO
FAR.



BUT NOW YOU
HAVE AN IMPORTANT
PIECE OF INFORMATION
THAT WILL HELP THE OTHER
X-MEN TO NEUTRALIZE
THIS DARK AVATAR OF
XAVIER...

... PERHAPS
TO RESTORE
HIM TO WHAT
HE ONCE
WAS!

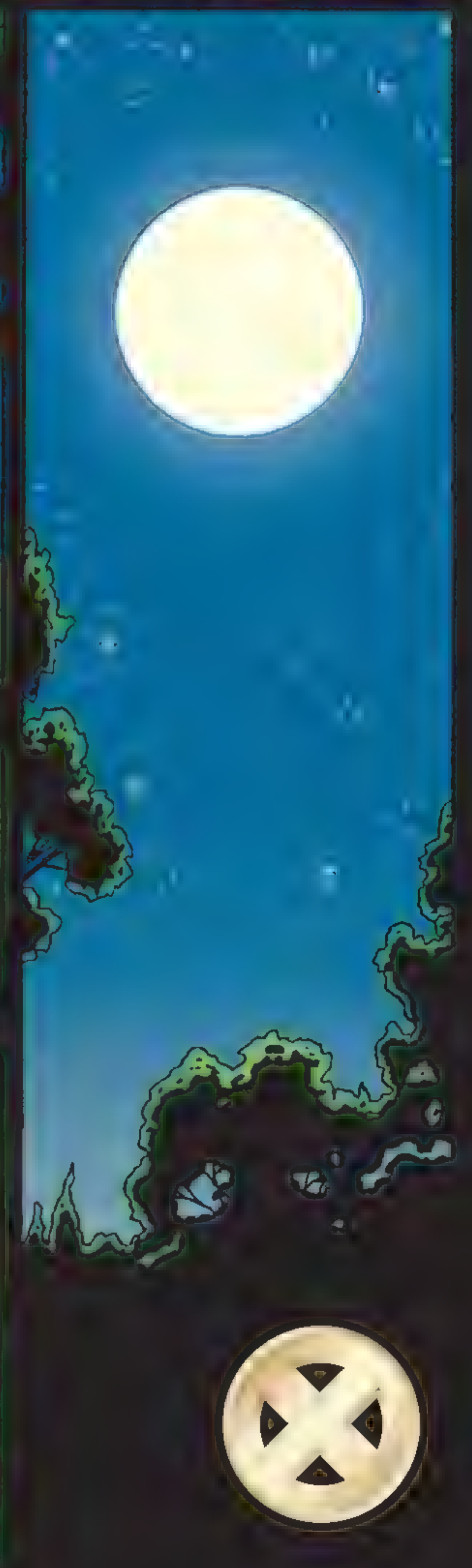


OH, WE'LL
PUT HIM BACK
TOGETHER ALL
RIGHT -- "ALL THE
KING'S HORSES
AND ALL THE
KING'S
MEN."

BUT
HE MIGHT
NEVER BE
THE SAME
AGAIN.

LIKE
ME.

YA
KNOW, UNTIL
I SAW MYSELF
LYIN' THERE AT
MAGNETO'S FEET,
EVEN ALL HURTIN'
LIKE THAT, I HAD
FORGOTTEN
WHAT I USED
TO BE...



MARVEL
COMICS

X-MEN

AUG. '96 125

APPROVED
BY THE
COMICS
CODE
AUTHORITY

X-FACTOR

ANSLAUGHT
AND BEYOND!
UPDATE INSIDE!

ANSLAUGHT
IMPACT 1

DOUBLE-SIZED
125TH
ANNIVERSARY
SPECTACULAR

RE-CREATING
HAWK
IN MCCOY'S IMAGE

MATSUMA: F.M. Microm

SOMEWHERE DEEP
WITHIN THE BOWELS
OF THIS ABANDONED
BRAND CORPORATION
FACTORY IN NEW JERSEY,
A CONFRONTATION IS
TAKING PLACE.

OPPOSING FORCES, ONSLAUGHT,
A CREATION OF THE GREATEST
PSYCHIC MIND THIS PLANET WILL
EVER KNOW, AND...

McCOY... A TRAVELER OF THE
SPACE/TIME CONTINUUM WHO
HAS RECENTLY BEEN POSING AS
THE REAL BEAST HANK McCOY
TO HIS X-MEN COMPATRIOTS.

YOU DO
INTRIGUE ME,
McCOY.

AND
BELIEVE
ME...

... I AM
NOT EASILY
INTRIGUED.

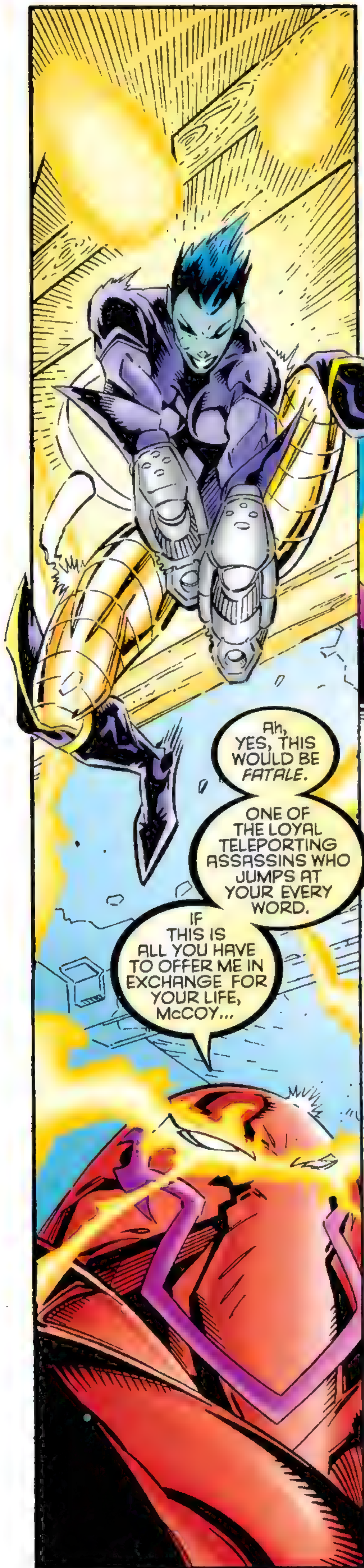
NOW
WHAT OF
THIS OFFER YOU
HAVE MADE TO
AID ME IN MY
CAUSE?

PERHAPS A
DEEPER PSYCHIC
PROBE OF YOUR
DARK MIND WILL
REVEAL WHETHER OR
NOT THIS MEETING
IS EVEN WORTH
MY TIME.

WHAT
IS THIS?

I
SENSE THE
PRESENCE OF
ANOTHER,
McCOY.

GET THE WHOLE
WILD BLOW-ME-DOWN
SCOOP ON
ONSLAUGHT
IN ULTIMATE X-MEN #55 &
#56
ON SALE NOW!



Ah, YES, THIS WOULD BE FATALE.

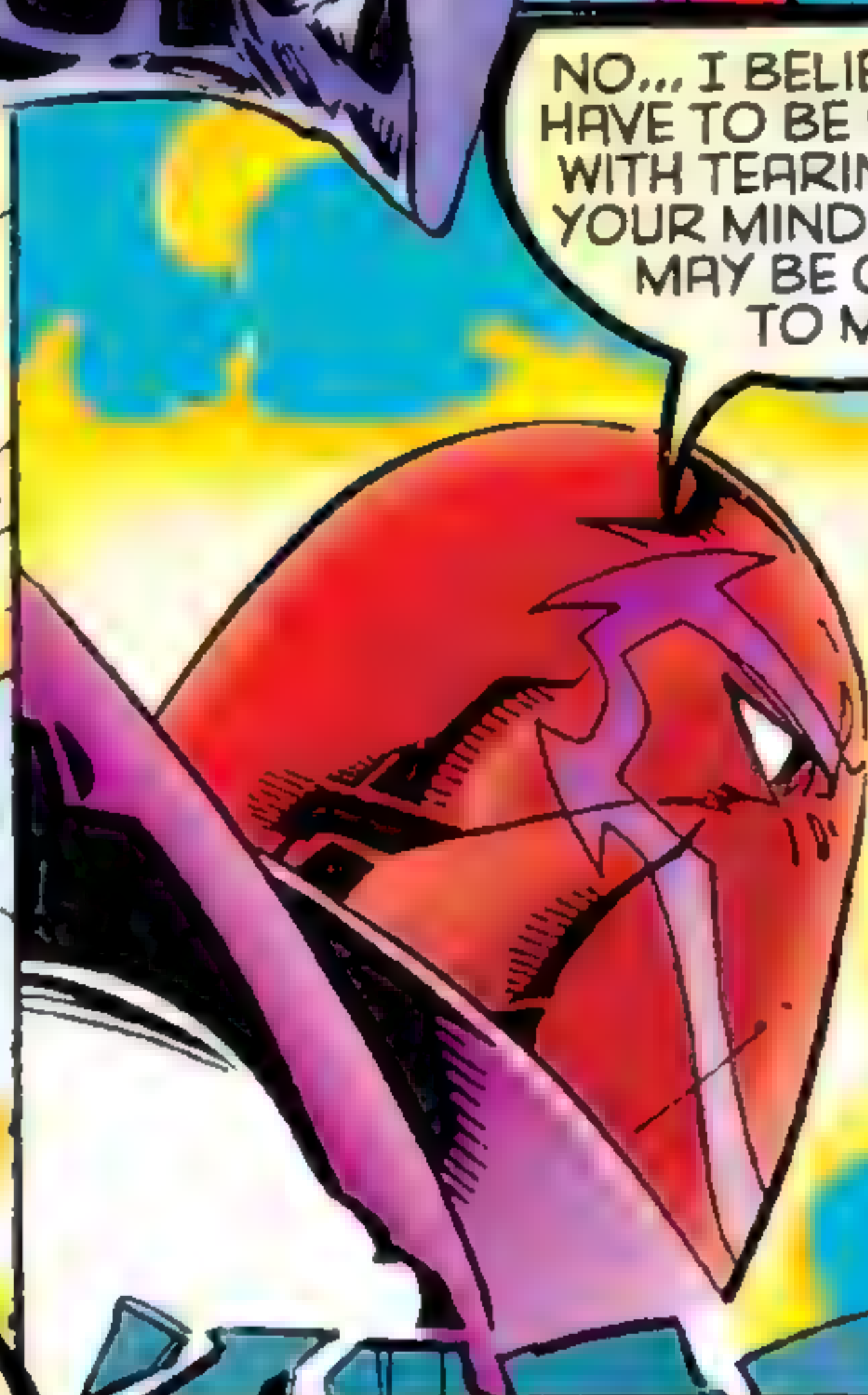
ONE OF THE LOYAL TELEPORTING ASSASSINS WHO JUMPS AT YOUR EVERY WORD.

IF THIS IS ALL YOU HAVE TO OFFER ME IN EXCHANGE FOR YOUR LIFE, McCOY...



... I AM NOT INTERESTED!

FWAN



NO... I BELIEVE I WILL HAVE TO BE SATISFIED WITH TEARING FROM YOUR MIND ALL THAT MAY BE OF USE TO ME.



NO! THERE... ARE... OTHERS. ONE IS SECRETED INSIDE X-FACTOR AND ANOTHER --

AN EXPLOSIVE RELEASE OF ENERGY CUTS SHORT ALL CONVERSATION. ONLY ONSLAUGHT'S INSTANTANEOUS CREATION OF A PSIONIC SHIELD PREVENTS BOTH HIM AND McCOY FROM BEING KILLED.



DO CONTINUE, McCOY. WHO IS THIS OTHER?



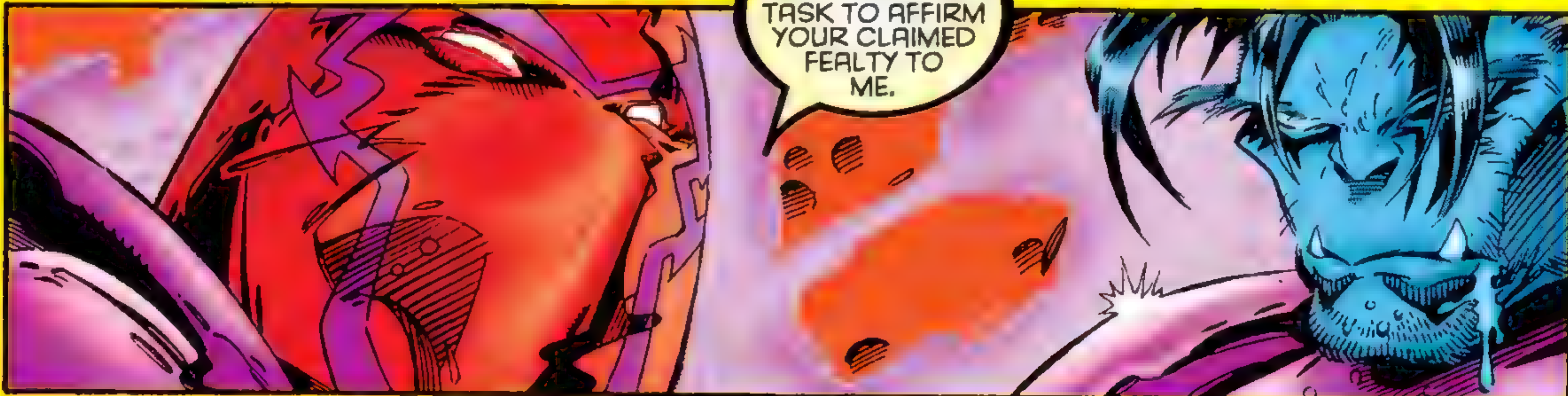
PRELATE
SUMMERS,
FORMERLY
KNOWN AS
HAYOK.

AS I SAID
BEFORE, McCOY,
YOU ARE AN
INTRIGUE.

YOU
AND YOUR DARK
DESCENDANTS MAY
BE USEFUL AFTER
ALL.

YOU
SAY YOU
HAVE ONE INSIDE
OF X-FACTOR? THEY
HAVE SOMETHING
WHICH I DESIRE,
SO...

... I
BELIEVE I
HAVE THE FIRST
TASK TO AFFIRM
YOUR CLAIMED
FEALTY TO
ME.



WHEN THEY FIRST MOVED INTO THEIR FALLS EDGE BASE OF OPERATIONS, FORGE AND VAL COOPER ACQUIRED A DEACTIVATED SENTINEL TO USE AS A TRAINING DEVICE FOR

X-FACTOR.

A TEAM EFFORT MADE SHORT WORK AND MANY SMALL PIECES OF THIS GOVERNMENT-OWNED MUTANT HUNTER.

SINCE THEN, FORGE HAS BEEN ATTEMPTING TO GET THE MECHANICAL GIANT BACK IN WORKING ORDER BEFORE ITS RETURN TO THEIR GOVERNMENT SPONSORS.

THIRTY SECONDS AGO, WHEN ALL SECURITY SIRENS AT THE COMPOUND BEGAN BLARING...

... X-FACTOR LEARNED THAT FORGE HAD BEEN SUCCESSFUL.

STAN LEE
PRESENTS

THE TICKING CLOCK

HOWARD MACKIE/JEFF MATSUDA/AL MILGROM story & art

RICHARD STARKINGS @COMICRAFT lettering GLYNIS OLIVER colors

KELLY CORVESE editor BOB HARRAS chief



THIS IS
ONE HECKUVA
WAKE-UP CALL YOU'VE
GOT HERE FOR YOUR
WEEKEND "GUESTS",
FORGE.

YOU
KNOW WE
MUTANT BOUNTY
HUNTERS LIKE TO RISE
AND SHINE EARLY
BUT...

ALL
PART OF
THE FRIENDLY
SERVICE HERE
AT CLUB FED,
RANDOM.

IF YOU
WOULDN'T
MIND TARGETING
THE HEAD... MAYBE
YOU CAN EARN
YOUR ROOM
AND
BOARD.

ANYONE
HAVE ANY
IDEA HOW
THIS THING
POWERED
UP?

NOT YET,
WILDCHILD.

I WAS
HEADING TO
THE READY ROOM TO
ANSWER AN INCOMING
EMERGENCY
TRANSMISSION
WHEN THE ALARMS
STARTED
SOUNDING.

"EMERGENCY
TRANSMISSION"
FROM
WHO?

I NEVER
MADE IT TO THE
READY ROOM,
MYSTIQUE,
SO I DON'T
KNOW.

LET'S
DROP THIS
THING AND
GET YOU ON
YOUR WAY
THEN?



AND THIS TIME, MAYBE YOU WON'T HAVE TO PLAY THE MECHANICAL GENIUS AND PUT IT ALL BACK TOGETHER!

NICE SENTIMENT, MYSTIQUE, BUT AFTER HAVOK TOTALED IT, I BUILT A FAILSAFE DEVICE WHICH SHOULD HAVE PREVENTED IT FROM ATTACKING ANY OF US WITHOUT SPECIFIC OVERRIDE ORDERS FROM ME.

OBVIOUSLY, YOUR "FAILSAFE" FAILED.

MAYBE... BUT, EITHER WAY, YOU AND I ARE WASTING OUR TIME POPPING CAPS AT THIS THING.

POLARIS, SHARD OR EVEN RANDOM STAND A CHANCE, BUT US...

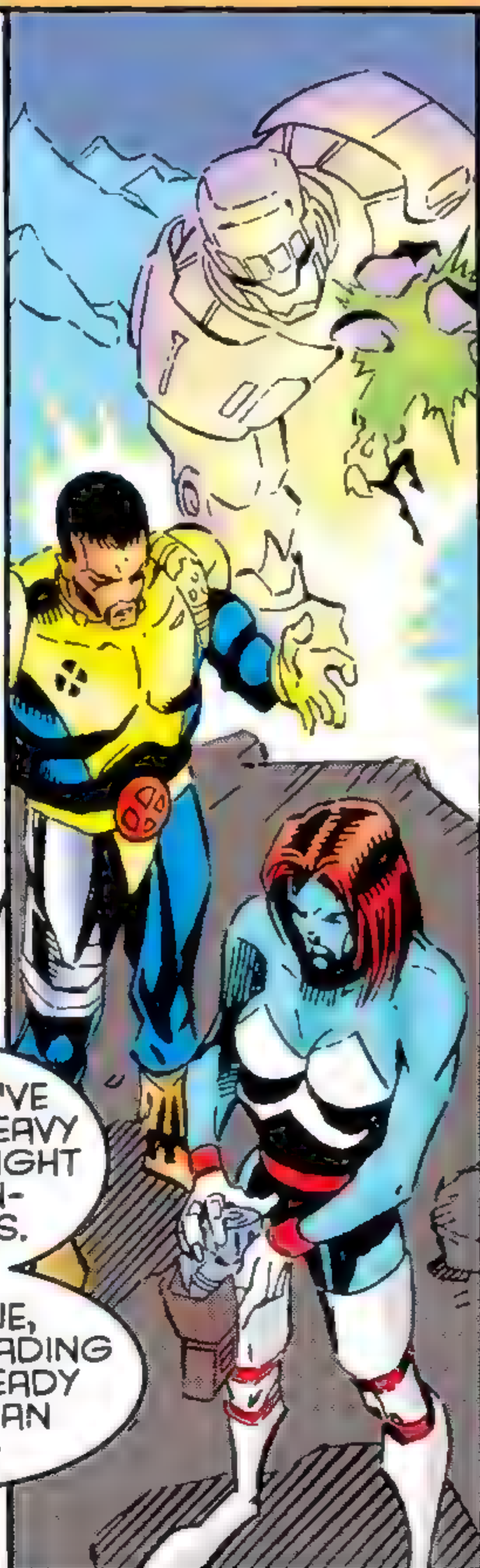
... OUR BEST BET IS TO PICK UP SOME HEAVIER FIREPOWER BY CALLING IN SOME REINFORCEMENTS.



YOU CALLING UP THE X-MEN?

NO, WE'VE GOT A HEAVY HITTER RIGHT DOWNSTAIRS.

MYSTIQUE, WHILE I'M HEADING FOR THE READY ROOM, CAN YOU --

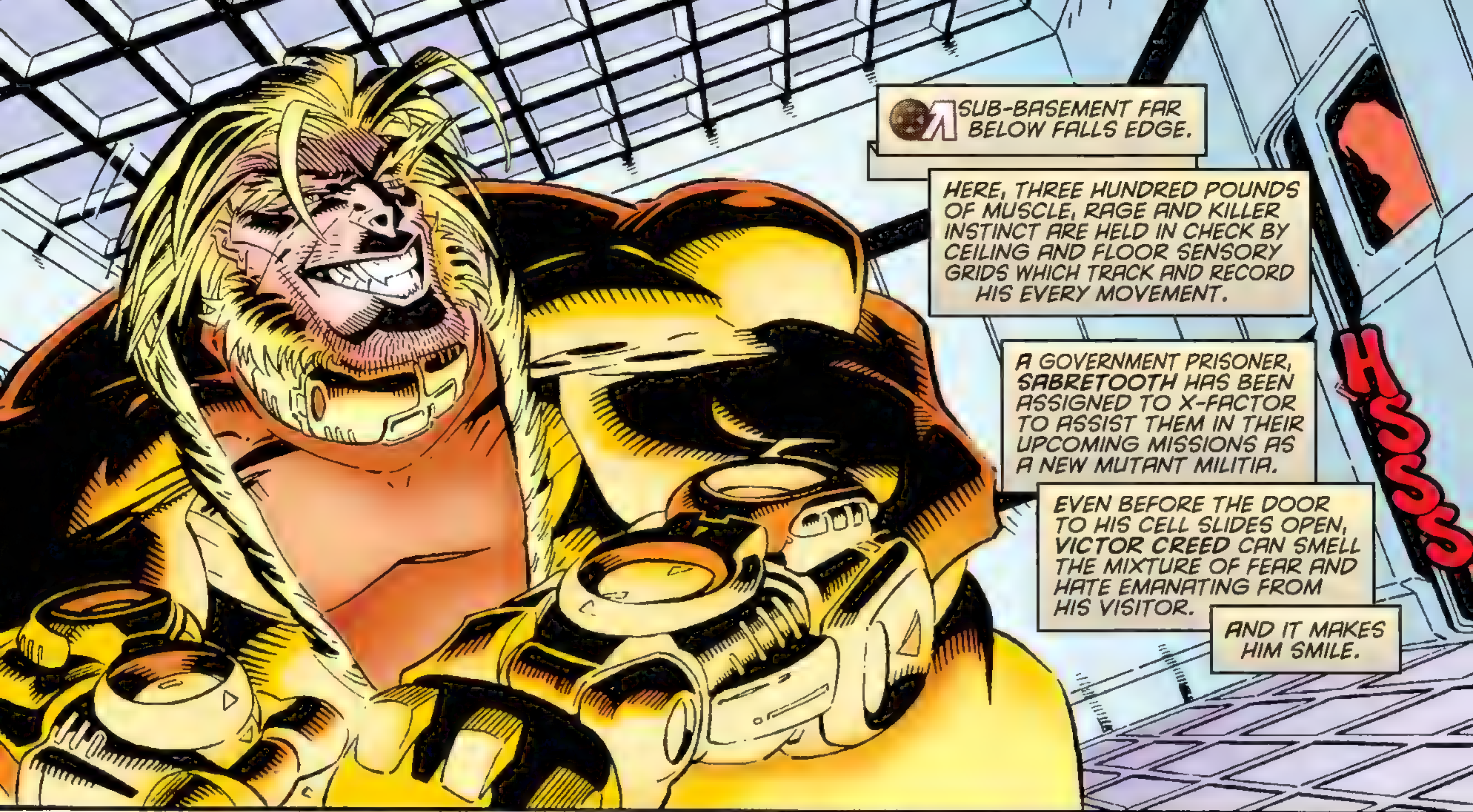


NOT HIM?

WE NEED HIM. YOU AND I ARE THE ONLY ONES THAT CAN BE SPARED FROM THIS BATTLE.

WONDERFUL...

I'LL GET HIM, BUT DON'T EXPECT ME TO BRING HIM UP ALIVE.



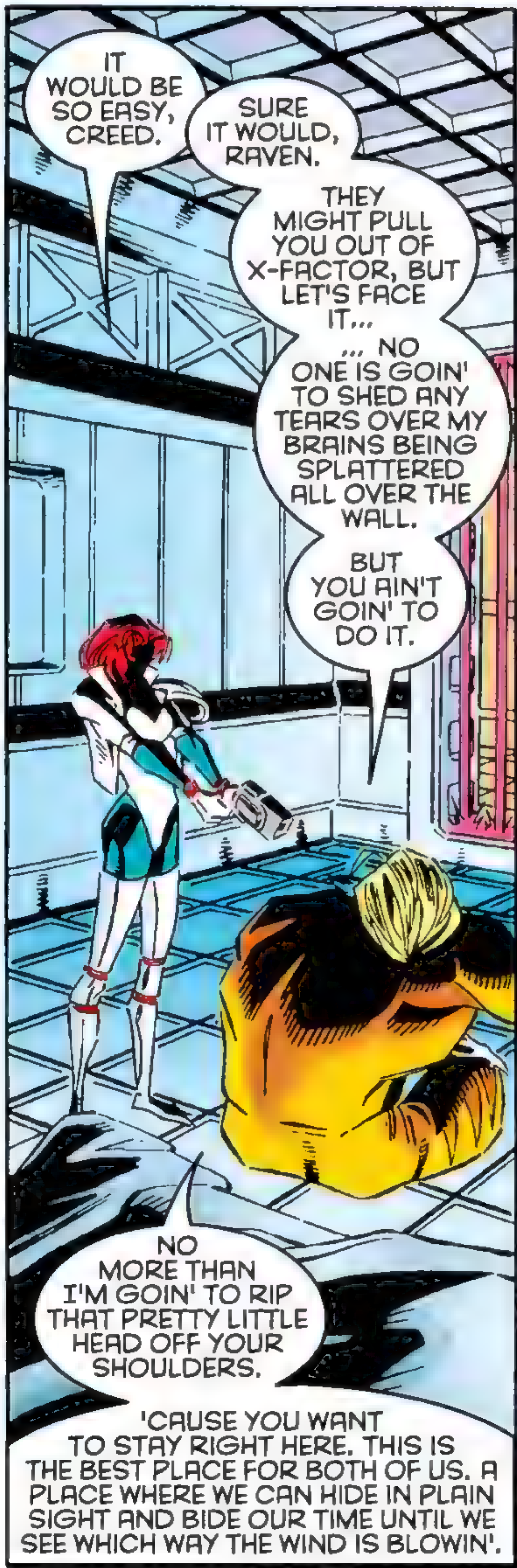
SUB-BASEMENT FAR BELOW FALLS EDGE.

HERE, THREE HUNDRED POUNDS OF MUSCLE, RAGE AND KILLER INSTINCT ARE HELD IN CHECK BY CEILING AND FLOOR SENSORY GRIDS WHICH TRACK AND RECORD HIS EVERY MOVEMENT.

A GOVERNMENT PRISONER, SABRETOOTH HAS BEEN ASSIGNED TO X-FACTOR TO ASSIST THEM IN THEIR UPCOMING MISSIONS AS A NEW MUTANT MILITIA.

EVEN BEFORE THE DOOR TO HIS CELL SLIDES OPEN, VICTOR CREED CAN SMELL THE MIXTURE OF FEAR AND HATE EMANATING FROM HIS VISITOR.

AND IT MAKES HIM SMILE.



IT WOULD BE SO EASY, CREED.

SURE IT WOULD, RAVEN.

THEY MIGHT PULL YOU OUT OF X-FACTOR, BUT LET'S FACE IT...

... NO ONE IS GOIN' TO SHED ANY TEARS OVER MY BRAINS BEING SPLATTERED ALL OVER THE WALL.

BUT YOU AIN'T GOIN' TO DO IT.

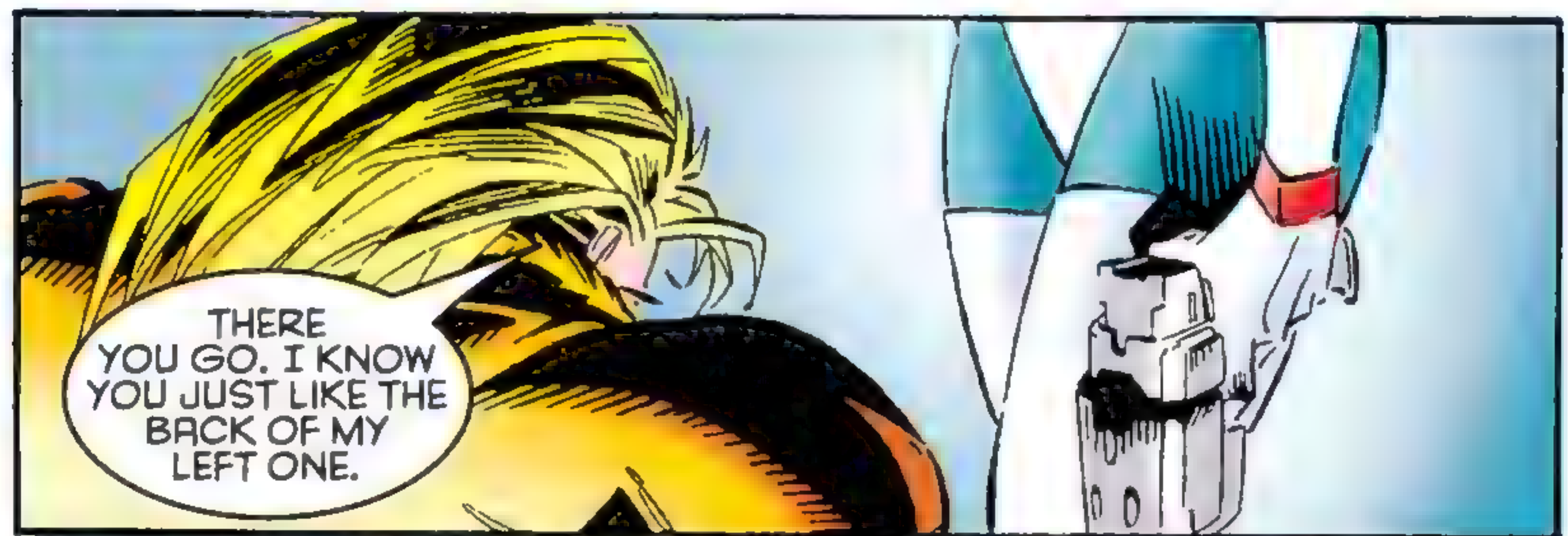
NO MORE THAN I'M GOIN' TO RIP THAT PRETTY LITTLE HEAD OFF YOUR SHOULDERS.

'CAUSE YOU WANT TO STAY RIGHT HERE. THIS IS THE BEST PLACE FOR BOTH OF US. A PLACE WHERE WE CAN HIDE IN PLAIN SIGHT AND BIDE OUR TIME UNTIL WE SEE WHICH WAY THE WIND IS BLOWIN'.



YOU GOT YOUR AGENDA JUST LIKE I GOT MINE.

SO PUT AWAY THE GUN. IDLE THREATS WERE NEVER YOUR STYLE.



THERE YOU GO. I KNOW YOU JUST LIKE THE BACK OF MY LEFT ONE.



IF THAT WERE TRUE, CREED...

... YOU'D KNOW I'D NEVER TAKE YOU OUT WITH A GUN...

... WHEN I COULD DO IT UP CLOSE AND PERSONAL.

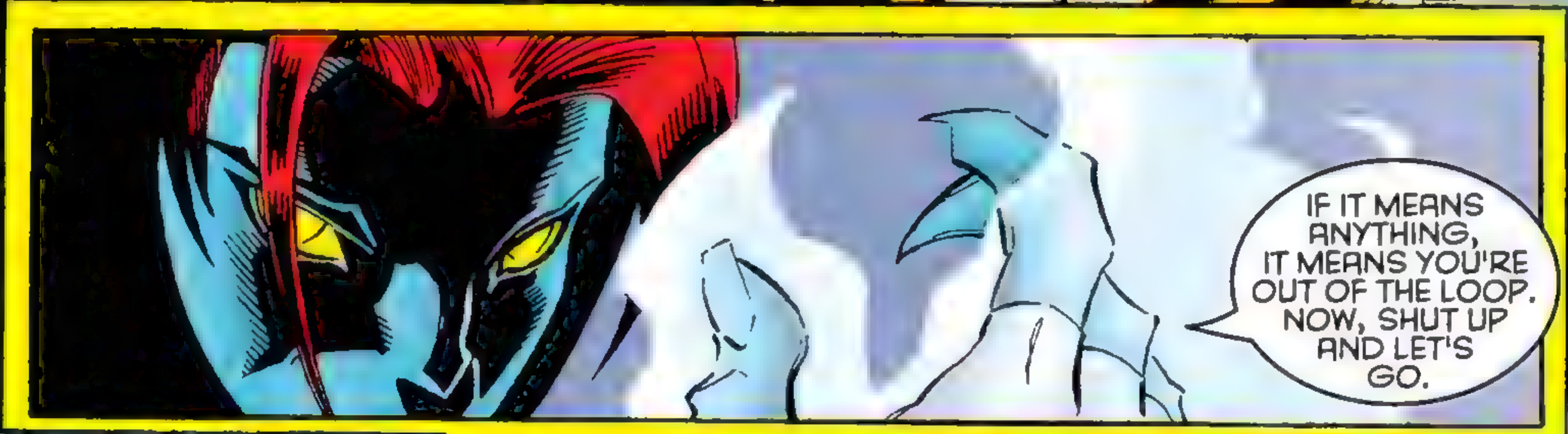
NICE TO SEE
YA GETTIN' BACK TO
TAKIN' ADVANTAGE
OF YOUR SHAPESHIFTIN'
POWERS LIKE YOU DID
IN THE GOOD
OLD DAYS.

BACK
WHEN YOU AND
I SHARED MORE
THAN GOOD
TIMES.

FUNNY,
I DON'T
REMEMBER
ANY GOOD
TIMES.

WHATEVER
YOU SAY, BABE. SO
WHAT'S IT GOIN' TO BE?
DO WE END IT HERE
AND LET YOUR BOYFRIEND
AND THE OTHERS FEND
FOR THEMSELVES
UP THERE?

DON'T ACT
SO SURPRISED.
I'VE SEEN THE WAY YOU
LOOK AT FORGE, EVEN IF
HE DOESN'T. AND I
KNOW BETTER THAN
ANYONE WHAT THAT
LOOK MEANS.



IF IT MEANS
ANYTHING,
IT MEANS YOU'RE
OUT OF THE LOOP.
NOW, SHUT UP
AND LET'S
GO.

WE
STILL GOT
THE MAGIC,
DARLIN'.

IN YOUR
DREAMS.

EV-
ER-REE
NIGHT!

SO
WHAT'S
WITH THE
LIGHT
SHOW?

IT'S THE
TRANS-DIMENSIONAL
TELEPORTATION PORTAL
OF YOURS TRULY,
FATALE! IT ALLOWS ME
TO GET FROM HERE
TO WHEREVER
REAL QUICK.

McCOY
GAVE ME
ORDERS TO TAKE
YOU TWO OUT OF
THE FIGHT
EARLY.

GET
READY FOR
THE RIDE OF
YOUR LIFE,
KIDDIES!



MINUTES
LATER...

Y'KNOW I
HATE TO STATE THE
OBVIOUS, BUT... WE'RE
NOT DOING SO GOOD.
ANY WORD ON THE
BACK-UP?

I HAVE NO
IDEA WHAT'S
KEEPING MYSTIQUE
AND SABRETOOTH,
KYLE. LET'S JUST KEEP
THE SENTINEL BUSY
WHILE STAYING ALIVE.

BELIEVE
ME... I'M
TRYING!

I WOULDN'T
COUNT ON YOUR
BACK-UP PLAYERS,
FOLKS, 'CAUSE THEY'RE
NOT ANYWHERE
YOU'RE GOING TO
FIND THEM!

BUT NOT TO
WORRY... I'M
HERE! BUT I DIDN'T
COME TO KILL YOU...
OR YOU WOULD HAVE
ALL WOKEN UP
DEAD.

I CAME
TO PICK
UP ROBBIE
THE ROBOT
HERE.

AND,
NO OFFENSE, BUT
I'M NOT PLANNING
ON BRINGING THE
REST OF YOU ALONG
FOR THE
DATE.

ALTHOUGH
YOU LOOK MY
TYPE, BOUNTY
HUNTER. WANT
TO JUMP IN?

NO, I'M
EXACTLY
WHERE I
BELONG.

ARE
YOU
NOW?

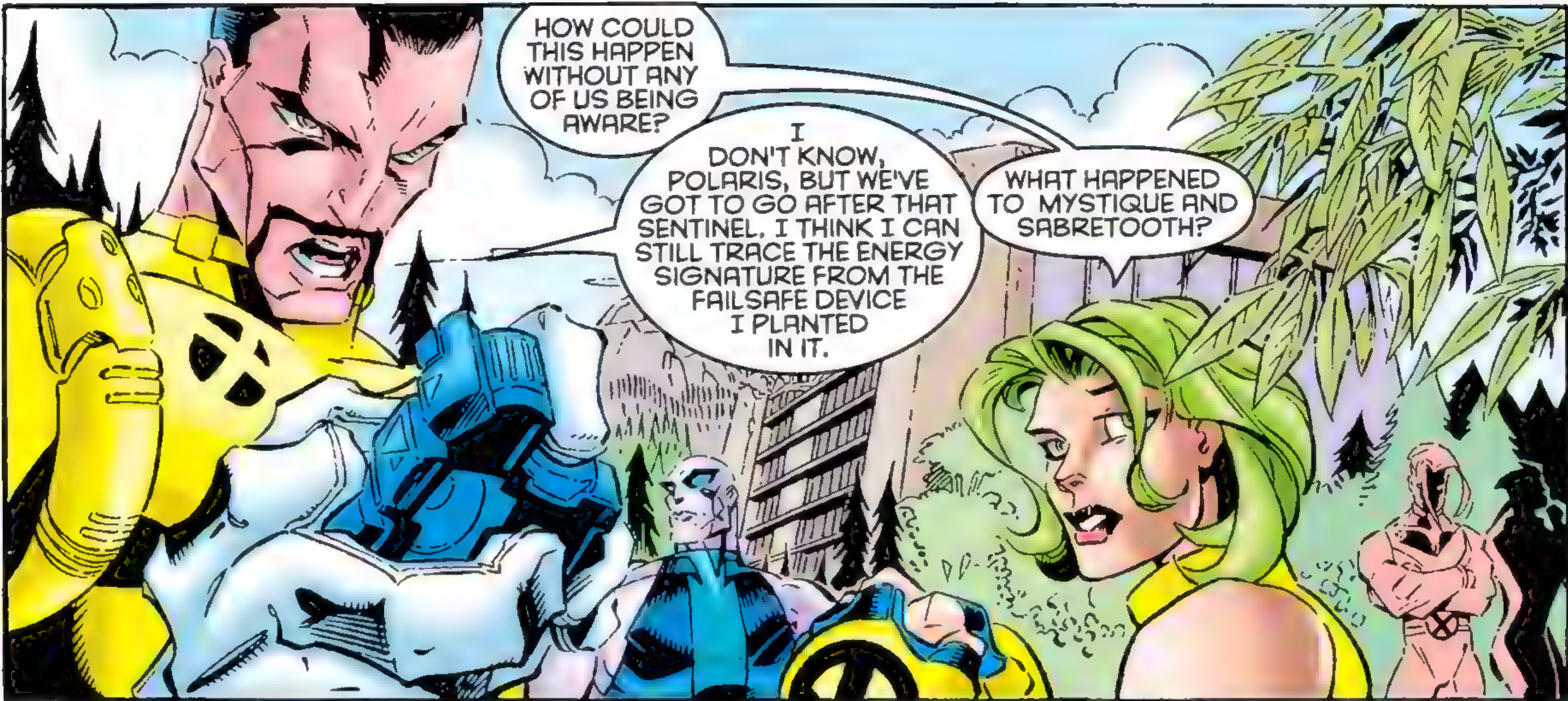
WELL
ISN'T THAT
INTERESTING.

BYE,
FOLKS.
IT'S BEEN
REAL.

SHE'S
GONE.

SHE TOOK
OUT THE SECURITY
AND COMMUNICATION
SYSTEMS BEFORE
RECONFIGURING THE
SENTINEL'S
PROGRAMMING.

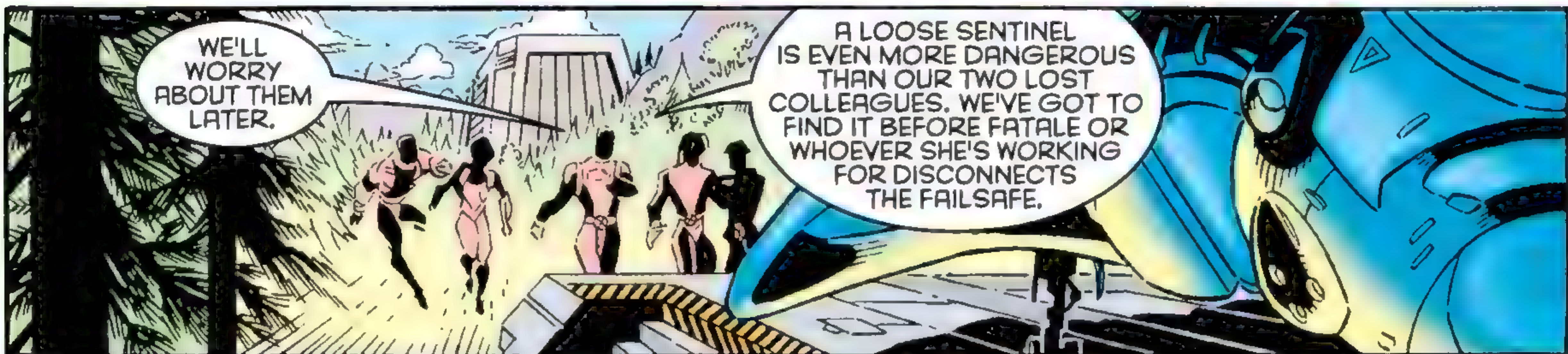
WE WOULDN'T
HAVE BEEN ABLE
TO CONTACT THE
X-MEN EVEN IF
WE WANTED
TO.



HOW COULD THIS HAPPEN WITHOUT ANY OF US BEING AWARE?

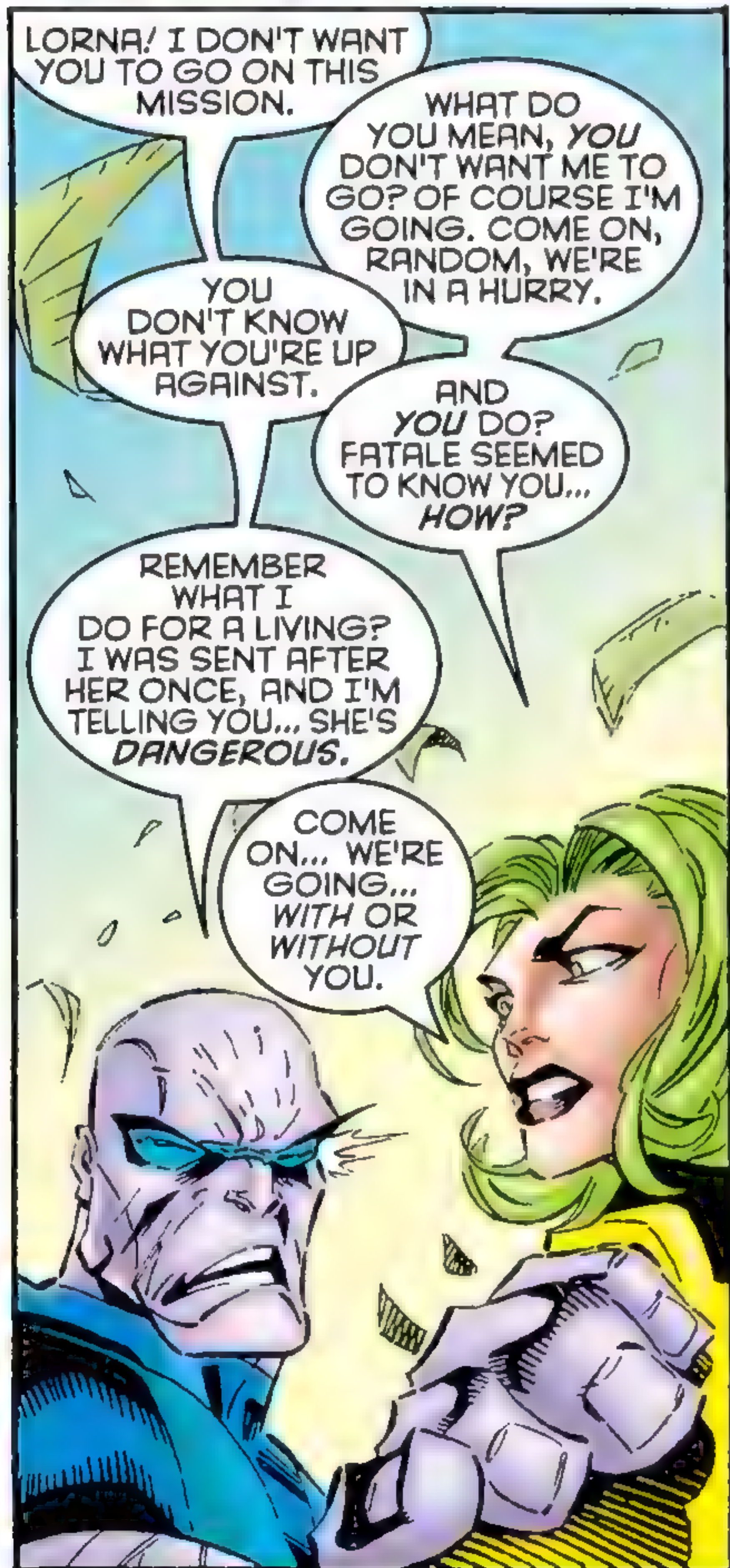
I DON'T KNOW, POLARIS, BUT WE'VE GOT TO GO AFTER THAT SENTINEL. I THINK I CAN STILL TRACE THE ENERGY SIGNATURE FROM THE FAILSAFE DEVICE I PLANTED IN IT.

WHAT HAPPENED TO MYSTIQUE AND SABRETOOTH?



WE'LL WORRY ABOUT THEM LATER.

A LOOSE SENTINEL IS EVEN MORE DANGEROUS THAN OUR TWO LOST COLLEAGUES. WE'VE GOT TO FIND IT BEFORE FATALE OR WHOEVER SHE'S WORKING FOR DISCONNECTS THE FAILSAFE.



LORNA! I DON'T WANT YOU TO GO ON THIS MISSION.

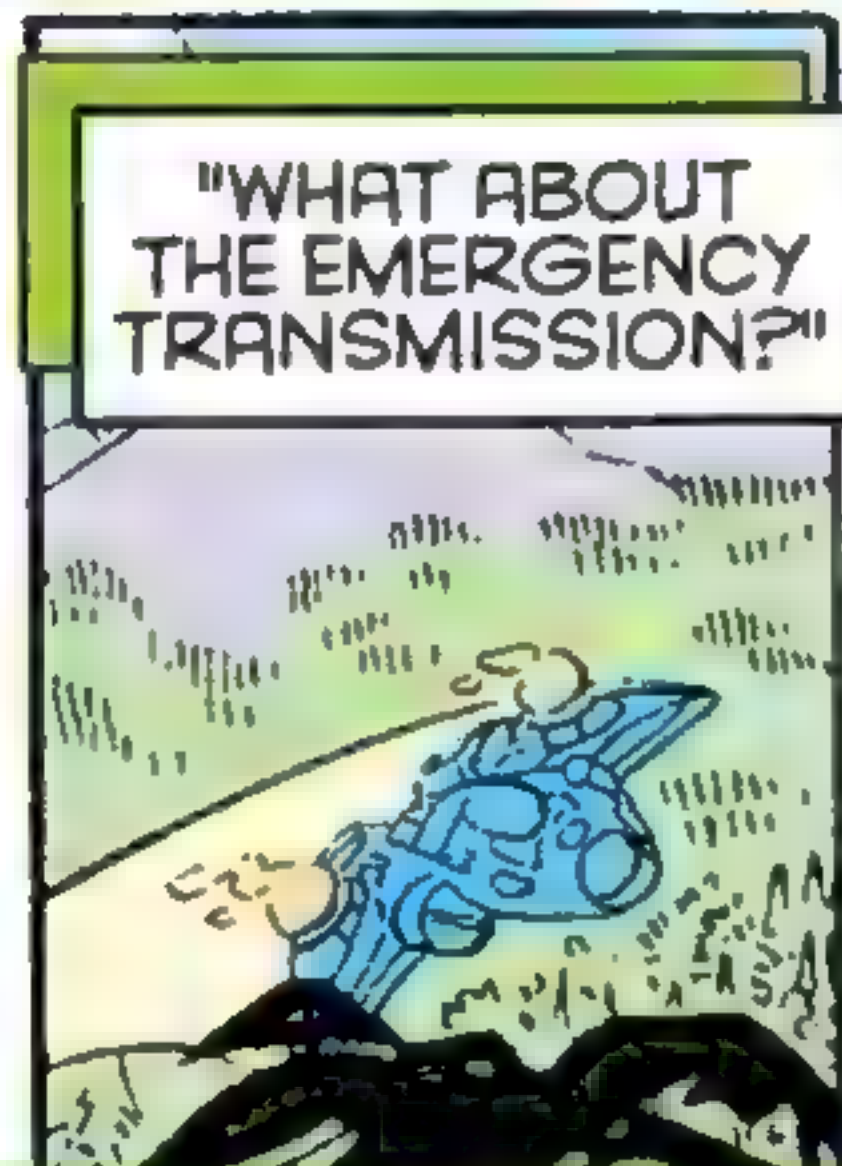
WHAT DO YOU MEAN, YOU DON'T WANT ME TO GO? OF COURSE I'M GOING. COME ON, RANDOM, WE'RE IN A HURRY.

YOU DON'T KNOW WHAT YOU'RE UP AGAINST.

AND YOU DO? FATALE SEEMED TO KNOW YOU... HOW?

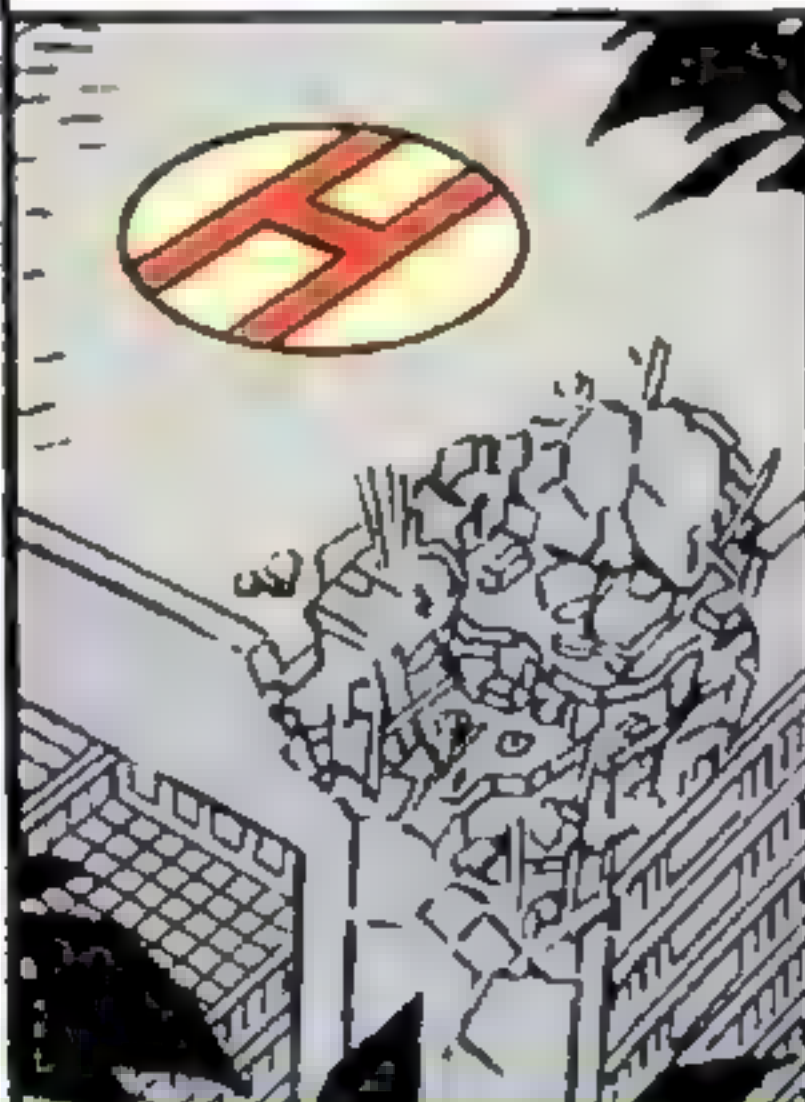
REMEMBER WHAT I DO FOR A LIVING? I WAS SENT AFTER HER ONCE, AND I'M TELLING YOU... SHE'S DANGEROUS.

COME ON... WE'RE GOING... WITH OR WITHOUT YOU.

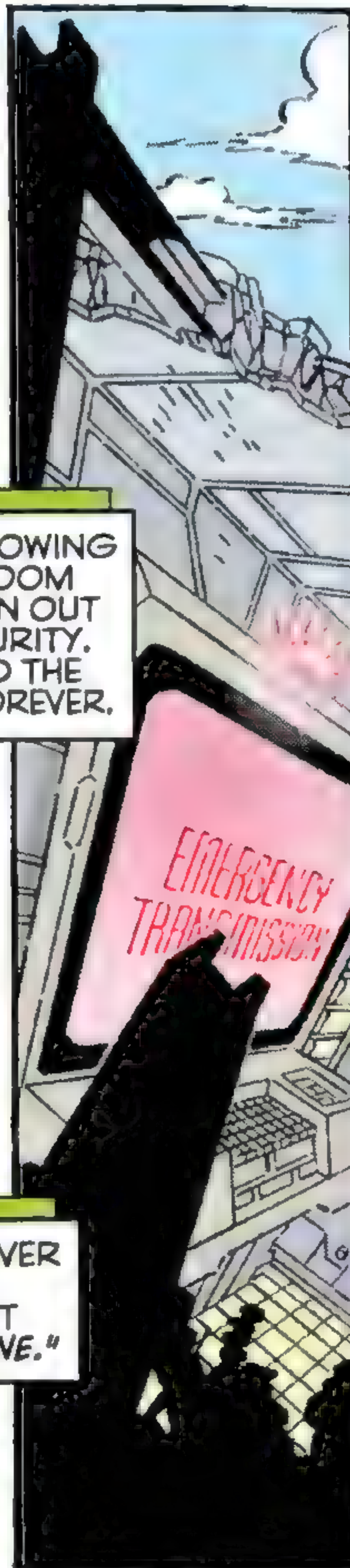


"WHAT ABOUT THE EMERGENCY TRANSMISSION?"

"MONITORS ARE SHOWING THAT THE COM ROOM SYSTEM WAS TAKEN OUT RIGHT AFTER SECURITY. IN ALL LIKELIHOOD THE MESSAGE IS LOST FOREVER.



"I JUST HOPE WHOEVER WAS TRYING TO CONTACT US GOT THROUGH TO SOMEONE."



ALEX?! KURT?

-- MANSION
->SKSHSHZK<-
MASSIVE DAMAGE
->SKZKKXZK<-

-->SKZX<-
BOTH TEAMS
DECIMATED
->SKZX<-

-->SKZX<-
PROFESSOR
XAVIER -- INSANE
->SZXX<-

-- JUGGERNAUT
->SKZX<- FIRST TO
DIE ->SZXX<-
DIE DIE --

HALF AN HOUR LATER, AT THE BRAND CORP.

THIS IS WHERE THE SIGNAL ENDS.

JUST GIVE THE WORD AND I'LL PUT A MAGNETIC PULSE THROUGH THESE DOORS THE SIZE OF NEVADA.

WAIT, POLARIS. I'M PICKING UP A WIDE ARRAY OF ENERGY READINGS FROM INSIDE AND I'D LIKE TO SORT THEM OUT BEFORE WE GO KICKING IN ANY DOORS.

I'M GOING TO SCOUT AROUND BACK AND SEE IF I CAN GET A BETTER READING ON THE SIGNALS.

WHAT'S WRONG WITH YOU, LORNA? IT ISN'T LIKE YOU TO BE SO RECKLESS!

AND WHERE DID THAT EVER GET ME?

I APPRECIATE ALL THIS CONCERN, RANDOM...

... BUT RIGHT NOW THE LAST THING I NEED IS AN OVER-PROTECTIVE BIG BROTHER. YOU'RE NOT PART OF X-FACTOR. YOU DON'T HAVE TO BE HERE!

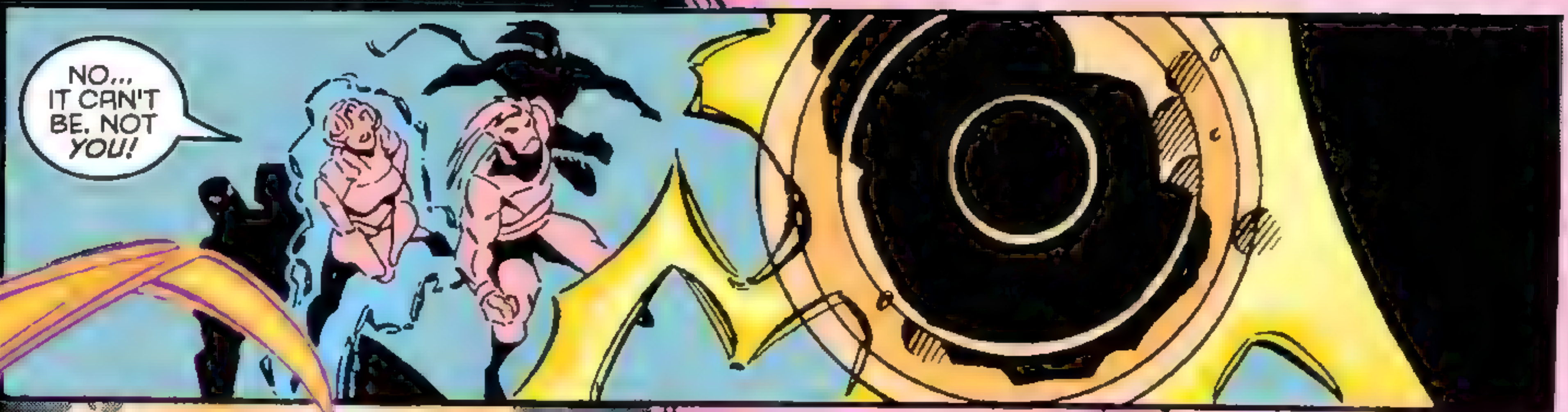
GUYS!

... HEATING UP! IT'S GOING TO --

WHAT IS IT, KYLE?

IT'S... THE DOOR, SHARD. I COULD SWEAR IT'S... IT'S...





NO...
IT CAN'T
BE. NOT
YOU!

GET
USED TO
IT, POLARIS.
YOUR BOYFRIEND
IS *MINE*
NOW.

HAVOK
CAME TO MY
ARMS AFTER HE
BAILED OUT
ON YOU
LOSERS.

YOU
NEVER HAD
ANYTHING TO OFFER
HIM. YOU COULDN'T
EVEN HELP HIM GET HIS
POWERS UNDER
CONTROL.

THAT'S
ALL DIFFERENT
NOW. NOW HE'S
GOT THE CONTROL,
A NEW *ATTITUDE*
AND...

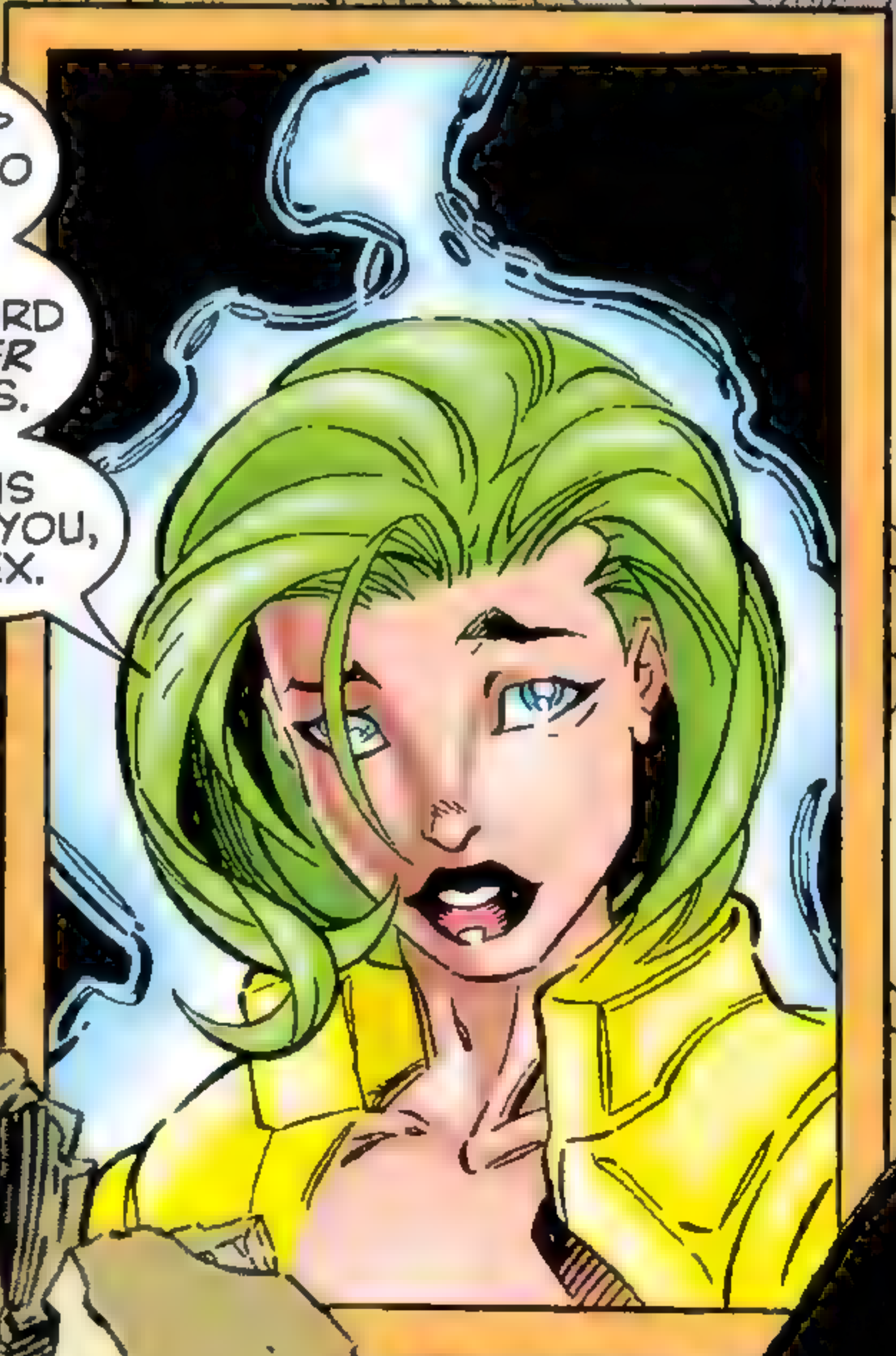
... AN
OVERWHELMING
DESIRE TO FRY
YOUR SORRY
BUTTS.

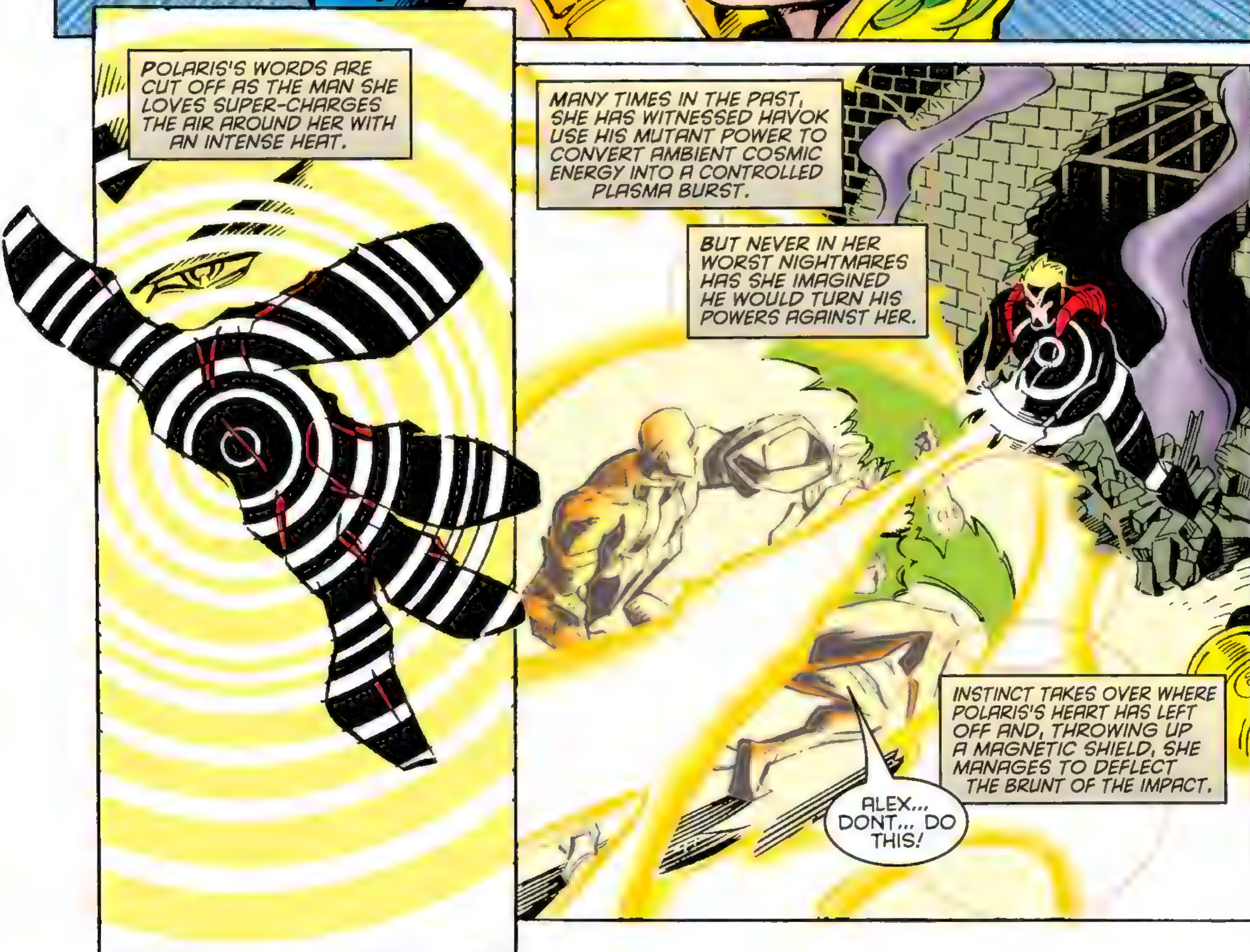
YOU
SHOULD HAVE
LEFT WELL ENOUGH
ALONE. ALL WE WANTED
FROM YOU WAS THE
SENTINEL.

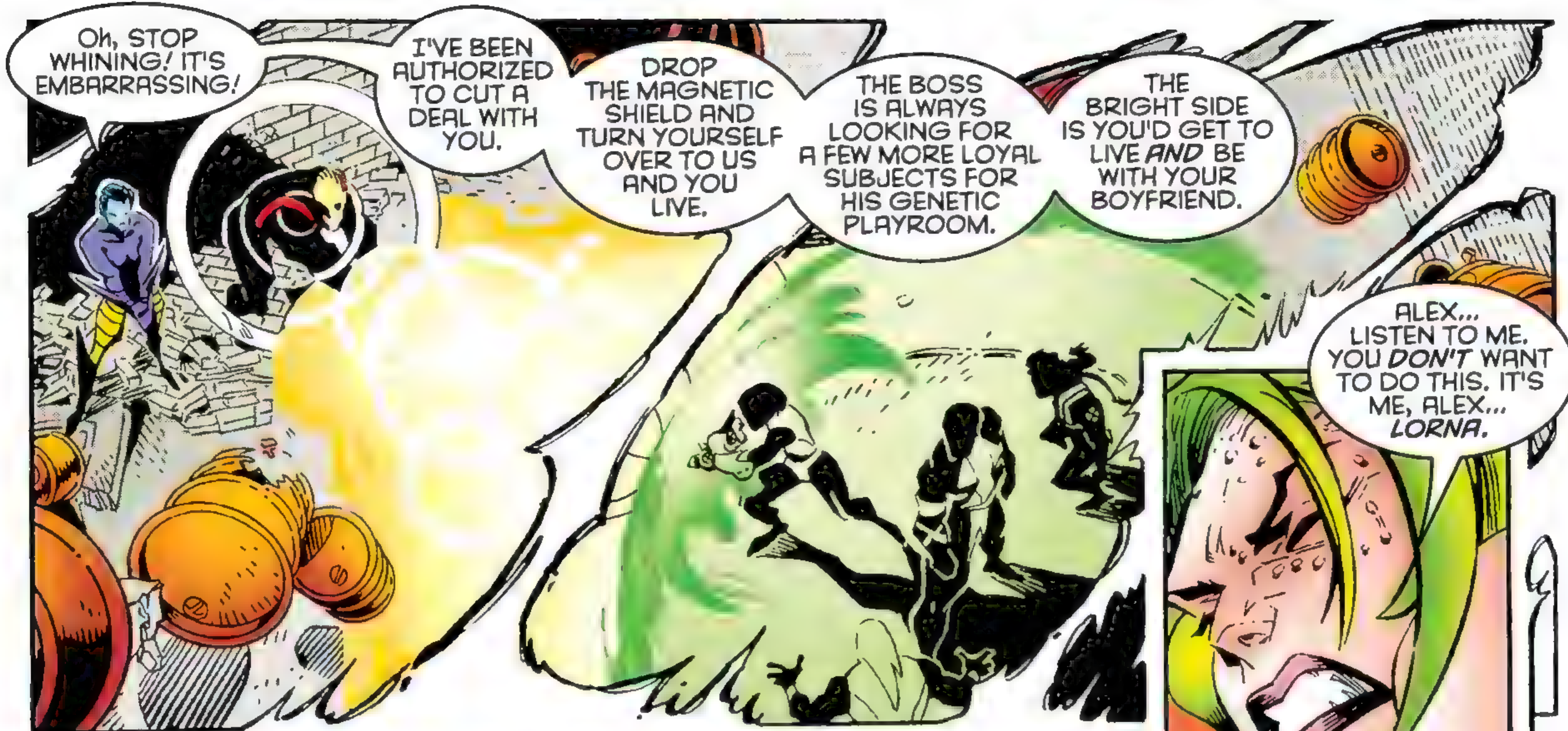
NOW
WE'RE GOING
TO HAVE TO
KILL YOU.

ALEX?
TALK TO
ME.
ALL
I'VE HEARD
ARE *HER*
WORDS.

THIS
ISN'T YOU,
ALEX.







Oh, STOP WHINING! IT'S EMBARRASSING!

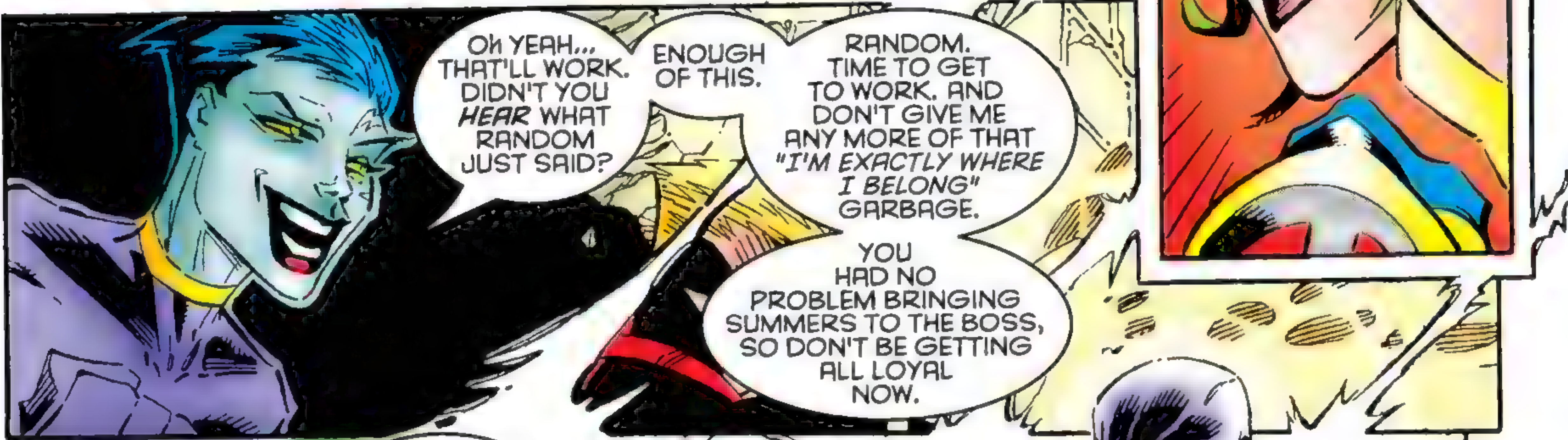
I'VE BEEN AUTHORIZED TO CUT A DEAL WITH YOU.

DROP THE MAGNETIC SHIELD AND TURN YOURSELF OVER TO US AND YOU LIVE.

THE BOSS IS ALWAYS LOOKING FOR A FEW MORE LOYAL SUBJECTS FOR HIS GENETIC PLAYROOM.

THE BRIGHT SIDE IS YOU'D GET TO LIVE AND BE WITH YOUR BOYFRIEND.

ALEX... LISTEN TO ME. YOU DON'T WANT TO DO THIS. IT'S ME, ALEX... LORNA.



Oh YEAH... THAT'LL WORK. DIDN'T YOU HEAR WHAT RANDOM JUST SAID?

ENOUGH OF THIS.

RANDOM. TIME TO GET TO WORK. AND DON'T GIVE ME ANY MORE OF THAT "I'M EXACTLY WHERE I BELONG" GARBAGE.

YOU HAD NO PROBLEM BRINGING SUMMERS TO THE BOSS, SO DON'T BE GETTING ALL LOYAL NOW.



RANDOM? WHAT IS SHE TALKING ABOUT?

I'M SORRY, LORNA. I DIDN'T WANT IT TO BE THIS WAY, BUT I'VE GOT NO CHOICE.

LOWER THE SHIELD, LORNA. I WON'T LET THEM HURT YOU... I PROMISE.



DO IT NOW, OR WILDCHILD BUYS IT.

AT THAT MOMENT, FORGE, ON THE TRAIL OF THE SENTINEL ENERGY READINGS, HAS DISCOVERED AN AIR SHAFT LEADING TO THE INTERIOR OF THE FACILITY.

I SHOULD RECON WITH THE OTHERS, BUT THE ENERGY READINGS ARE JUMPING OFF THE SCALE.

GOT TO FIND OUT WHAT WE'LL BE UP AGAINST BEFORE I LEAD THEM INTO --

OMIGOD!

THERE ARE DOZENS OF THEM AND THEY'RE ALL BEING PROGRAMMED TO LAUNCH.

BUT THE OPERATION CONFIGURATIONS... THEY'RE NOT IN ANY KNOWN GOVERNMENT CODE, BY THE GREAT SPIRIT! THEY'RE BEING PREPARED FOR LAUNCH AT --

AH, THE EVER INQUISITIVE FORGE.

THE MAN MORE COMFORTABLE WITH MACHINES THAN WITH OTHERS OF HIS OWN KIND.

IT IS BEYOND MY KEN TO COMPREHEND WHY ANY MUTANT WOULD SEEK TO PREVENT ONSLAUGHT FROM OBTAINING HIS GOAL. ESPECIALLY YOU, FORGE.

ONSLAUGHT?

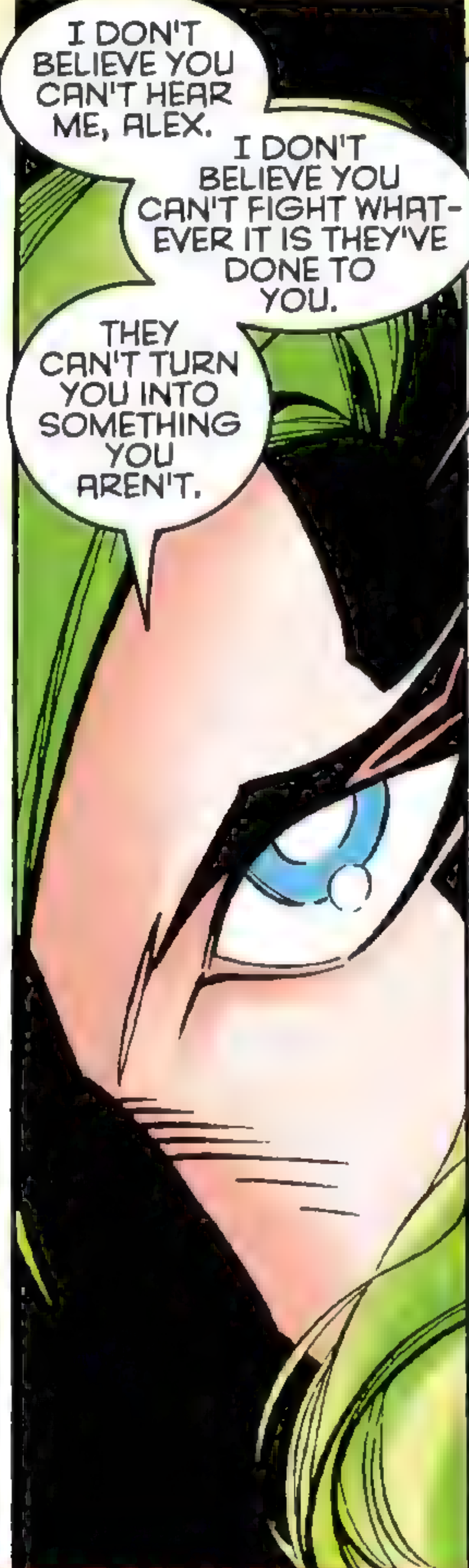
YOU ARE TRULY IN THE DARK. UNFORTUNATELY YOU WILL NOT LIVE LONG ENOUGH TO LEARN THE TRUTH.



MEANWHILE...

IT'S OVER, FATALE.

I GAVE HER MY WORD. NOW CALL OFF HAVOK.



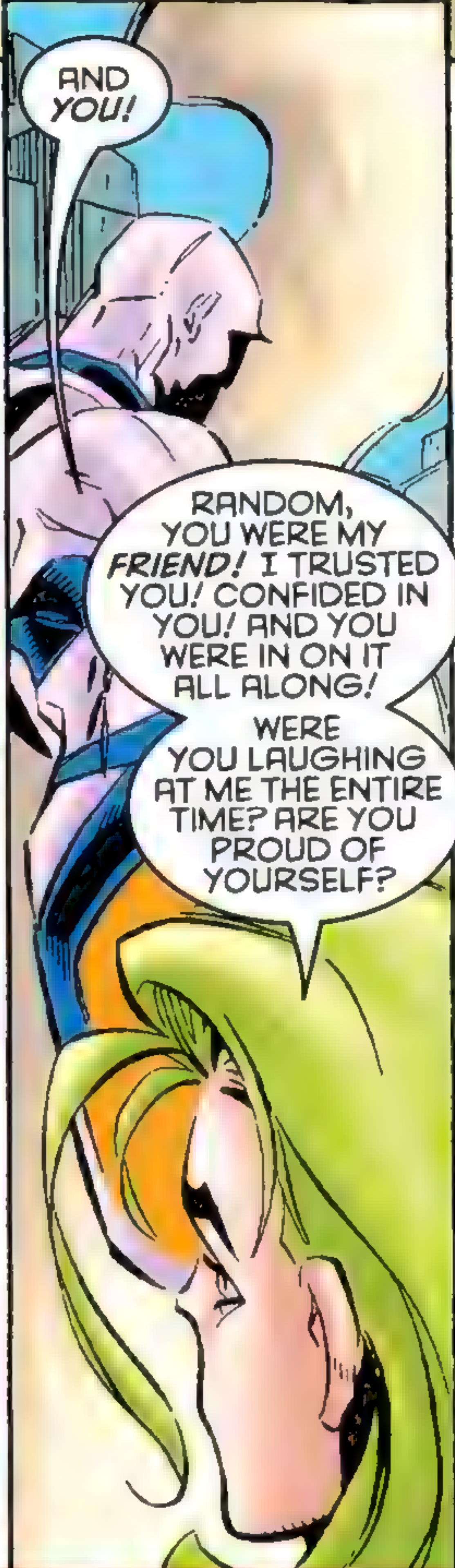
I DON'T BELIEVE YOU CAN'T HEAR ME, ALEX.

I DON'T BELIEVE YOU CAN'T FIGHT WHAT-EVER IT IS THEY'VE DONE TO YOU.

THEY CAN'T TURN YOU INTO SOMETHING YOU AREN'T.



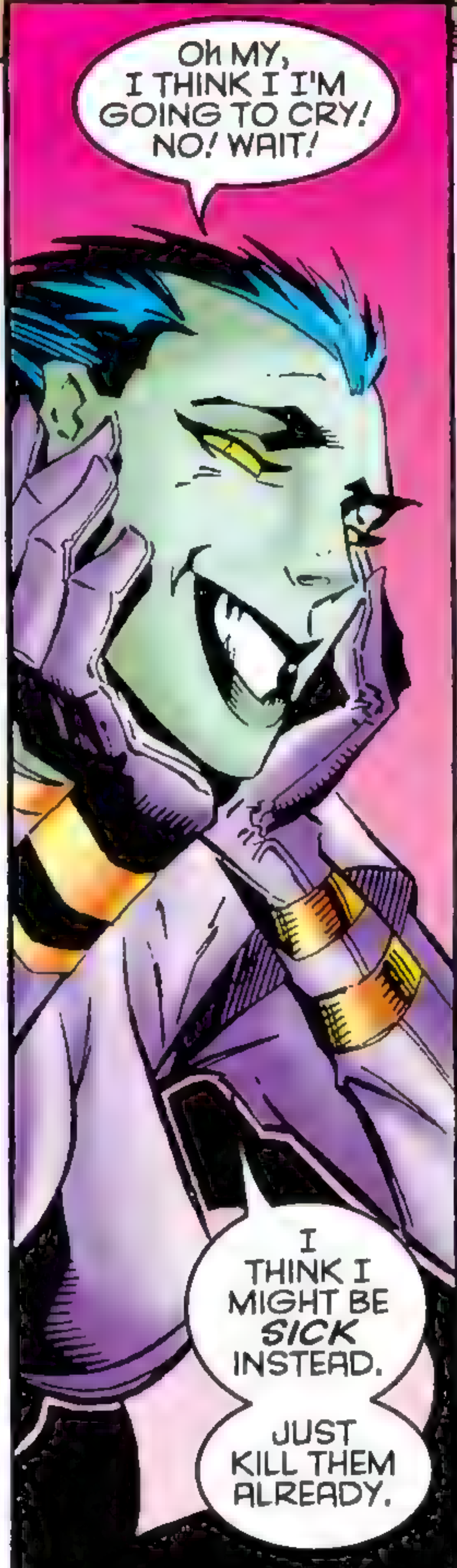
FIGHT IT, ALEX... FOR ME!



AND YOU!

RANDOM, YOU WERE MY FRIEND! I TRUSTED YOU! CONFIDED IN YOU! AND YOU WERE IN ON IT ALL ALONG!

WERE YOU LAUGHING AT ME THE ENTIRE TIME? ARE YOU PROUD OF YOURSELF?



OH MY, I THINK I'M GOING TO CRY! NO! WAIT!

I THINK I MIGHT BE SICK INSTEAD.

JUST KILL THEM ALREADY.



NO!

I GAVE MY WORD. KILLING WAS NOT PART OF THE BARGAIN!

GUESS WHAT, KIDDO... IT IS NOW!

AND IN CASE YOU HAVEN'T FIGURED IT OUT YET... YOUR WORD DOESN'T COUNT FOR SQUAT AROUND HERE.



PRELATE SUMMERS, IF YOU PLEASE...

BUT, BEFORE HAVOK CAN
ONCE AGAIN TURN ON
HIS FORMER FRIENDS...

KRAKKKOOOM

X-FACTOR!
THIS PLACE IS FULL
OF SENTINELS! THEY'VE
BEEN RECONFIGURED TO
ATTACK HUMANS AND THIS
MADMAN IS GOING TO
LAUNCH THEM ON
NEW YORK CITY!

WE'VE
GOT TO STOP
THE LAUNCH
AT ALL
COSTS!

IT IS NOT
ME WHO IS THE
MADMAN, FORGE.
THE NAME IS
POST, FAITHFUL
SERVANT OF
ONSLAUGHT!

YOU CAN
NO SOONER
STOP THE LAUNCH
OF THE SENTINELS
THAN YOU CAN STOP
ME WITH THESE
ENERGY BLASTERS
OF YOURS!

THE
SENTINELS WILL
BE LAUNCHED, THESE
AND OTHERS WHICH HAVE
BEEN RECONFIGURED AT
HIDDEN BASES AROUND
THE COUNTRY.

THE
ONSLAUGHT
BEGINS.

I'M SORRY,
ALEX... EVEN
THOUGH I KNOW
YOU WOULDN'T BE
A PART OF THIS OF
YOUR OWN FREE
WILL...

... I CAN'T
LET THE
SENTINELS BE
LAUNCHED.

EVEN IF
IT MEANS
FIGHTING
YOU!

A MAGNETIC
PULSE FLARES
FROM POLARIS'
BODY AND...



...PULLS ALL METAL FROM THE SURROUNDING EARTH.

CHUNKS OF ORE AND LONG-BURIED DEBRIS OF ALL SORTS IMMEDIATELY RISE FROM THE GROUND AND FLY TOWARD THE ENEMIES OF X-FACTOR.

BUT POLARIS KNOWS THAT HER DISPLAY OF POWER WILL SERVE AS LITTLE MORE THAN A DISTRACTION.

ONE WHICH WILL ALLOW THE REST OF X-FACTOR TO DEAL WITH THEIR FOES.

EVEN AS THE BATTLE RAGES ALL AROUND, LORNA DANE KNOWS THAT THE DAY WILL BE DECIDED BY HERSELF AND HAVOK.

IN A SUDDEN RELEASE OF THEIR POWERS, THE TWO LOVERS STRIKE OUT AT ONE ANOTHER.

SHE STARES INTO THE EYES SHE HAS KNOWN SO WELL...

AND FAILS.

KNOWING FULL WELL THAT SHE IS ABOUT TO DIE BY A HAND WHICH ONCE SHOWED HER ONLY TENDERNESS...

...EYES ONCE FILLED WITH LOVE AND DESIRE FOR HER.

NOW FILLED ONLY WITH HATRED.

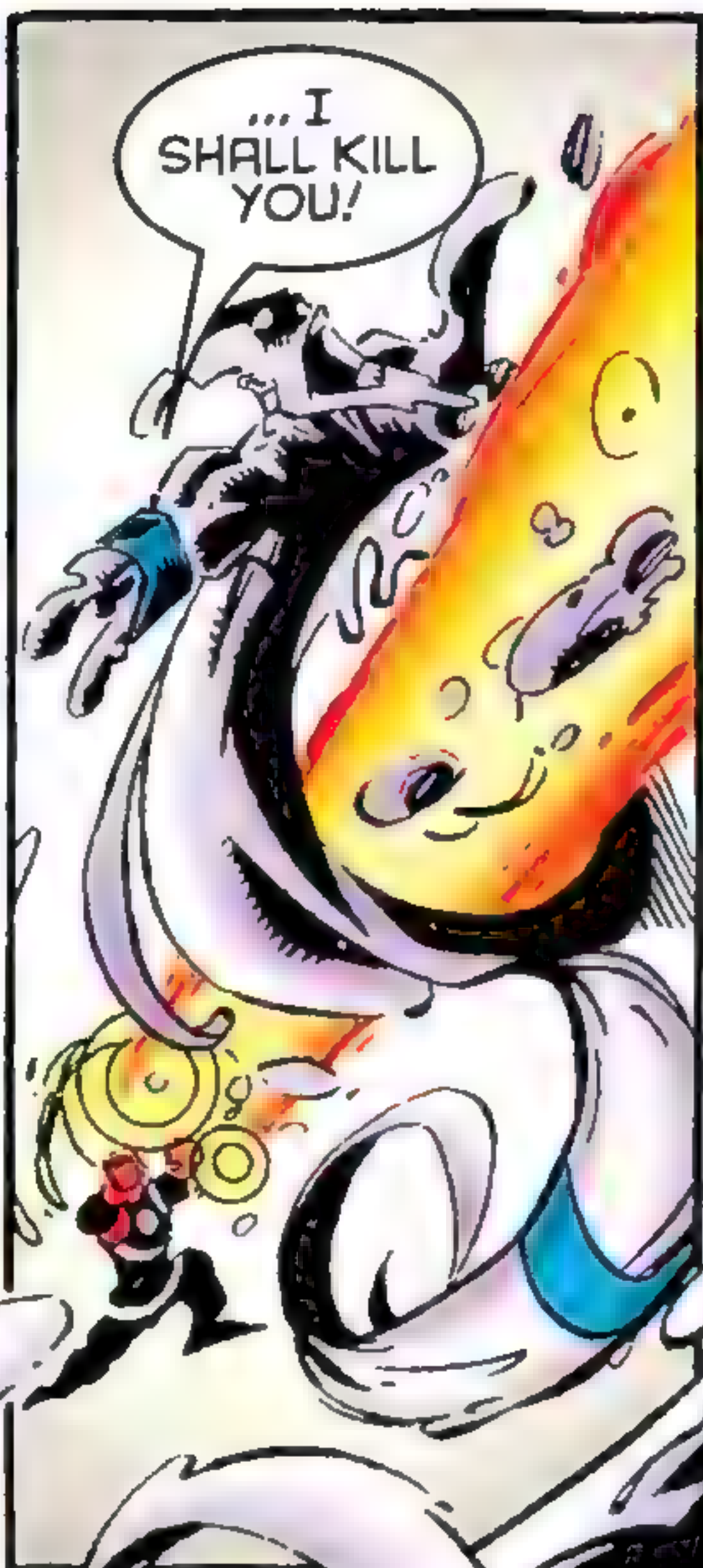
IN THAT SPLIT SECOND SHE FALTERS.



NO!

I WON'T LET YOU KILL HER, ALEX!

THEN...



...I SHALL KILL YOU!

TOOK A DIRECT HIT.

CAN'T HOLD MY BODY'S MOLECULAR STRUCTURE TOGETHER.

UNRAVELING INTO MY TRUE FORM.

OH NO! NO ONE'S EVER SEEN ME THIS WAY!



I'M SORRY, LORNA... NEVER WANTED YOU TO SEE ME LIKE... THIS.

McCOY... HE PROMISED... THIS WOULDN'T HAPPEN AGAIN... PROMISED...

... HE'S GONNA KILL US ALL NOW.

RANDOM? WHAT ARE YOU?

WHO ARE YOU?!



ALEX,
PLEASE STOP
THIS! LOOK AT
RANDOM NOW!
HE'S NO
THREAT.

I KNOW
YOU, ALEX.
BETTER THAN
FATALE AND WHO-
EVER IT IS WHO
DID THIS TO
YOU.

MAYBE
EVEN BETTER
THAN YOU KNOW
YOURSELF.

AND I
KNOW THAT IF THERE
IS EVEN A *SPARK* OF
ALEX SUMMERS
LEFT IN YOU...

... YOU
WILL FIGHT THIS
THING.

I
LOVE YOU,
ALEX.

I CAN'T
LOSE YOU THIS
WAY. IF IT WAS
YOUR OWN DECISION
TO LEAVE, *THAT*
I COULD
HANDLE.

BUT IT'S
NOT YOUR
CHOICE TO
LEAVE OR
TO KILL.

I DON'T
WANT TO
LIVE IN A WORLD
IN WHICH THERE
IS NO HOPE THAT
I CAN HAVE
YOU BACK.

AND IF
YOU LET THIS
THING HAPPEN
TODAY... IF YOU
TAKE ONE LIFE...
IF YOU GIVE IN
TO WHAT
THEY'VE DONE
TO YOU...

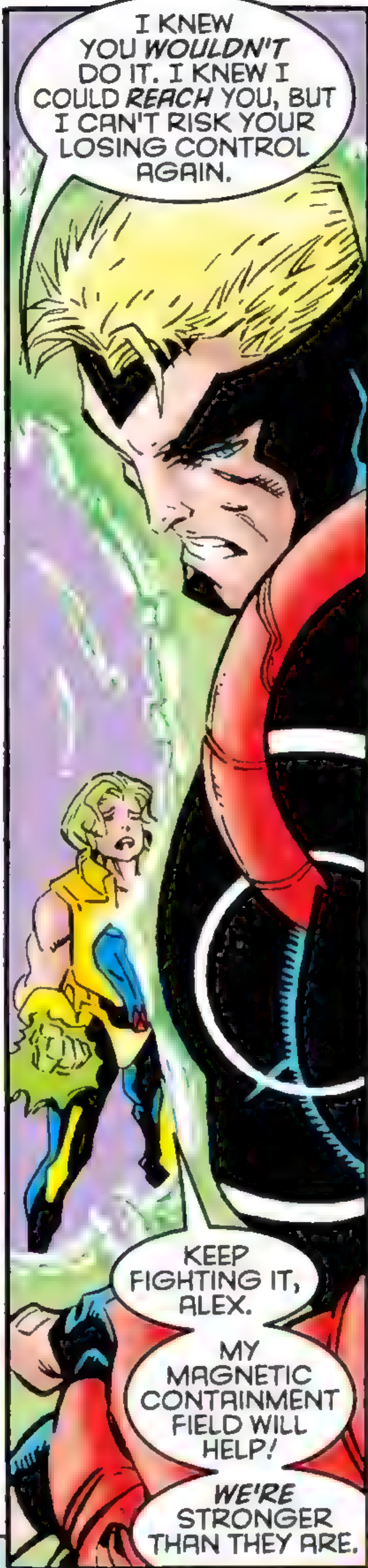
... I KNOW
THAT YOU'LL
BE KILLING THE
ALEX SUMMERS
THAT I
LOVE.

YOU'RE
HESITATING.

YOU
WON'T DO
IT.

I
KNEW
IT!

ALEX,
FORGIVE ME
FOR...



... YOU
HAVE
FAILED.

LORNA,
I'M SOR--

DON'T SAY
IT AGAIN,
RANDOM.

WE STILL CAN DO IT. IF WE GET
TO THE LOGIC BOARD OF JUST
ONE SENTINEL, I CAN PLANT
A RETRO-VIRUS WHICH
WILL DISABLE THEM
ALL BEFORE --

RRRRMMBLE

THE
ONSLAUGHT
BEGINS.

FOR SENTINEL LANDINGS SEE
CURRENT **DISRUPT** RELATED
TITLES -- Kelly.

MOMENTS AGO, SABRETOOTH AND MYSTIQUE WERE RUNNING THROUGH A CORRIDOR OF X-FACTOR'S FALLS EDGE COMPOUND.

YOU WANNA TELL ME WHAT JUST HAPPENED?

NOT EVEN IF I KNEW!

NOW THEY ARE IN...

FREE FALL

HOWARD
MACKIE
Writer

STEFANO
RAFFAELE
pencils

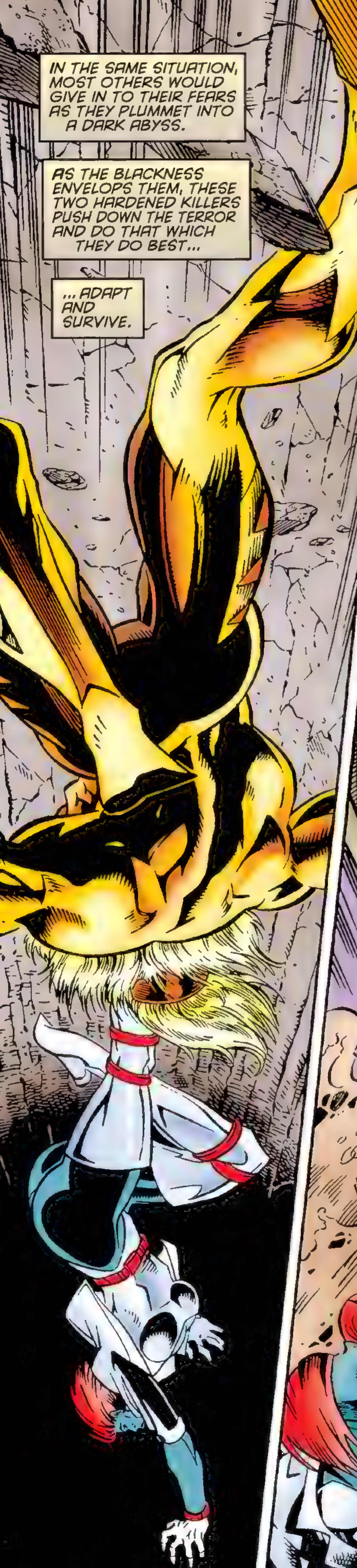
AL
MILGROM
inks

RICHARD STARKINGS
AND COMICRAFT
lettering

GLYNIS OLIVER and
KEVIN SOMERS colors
MALIBU enhancement

KELLY
CORVESE
editor

BOB
HARRAS
chief



IN THE SAME SITUATION,
MOST OTHERS WOULD
GIVE IN TO THEIR FEARS
AS THEY PLUMMET INTO
A DARK ABYSS.

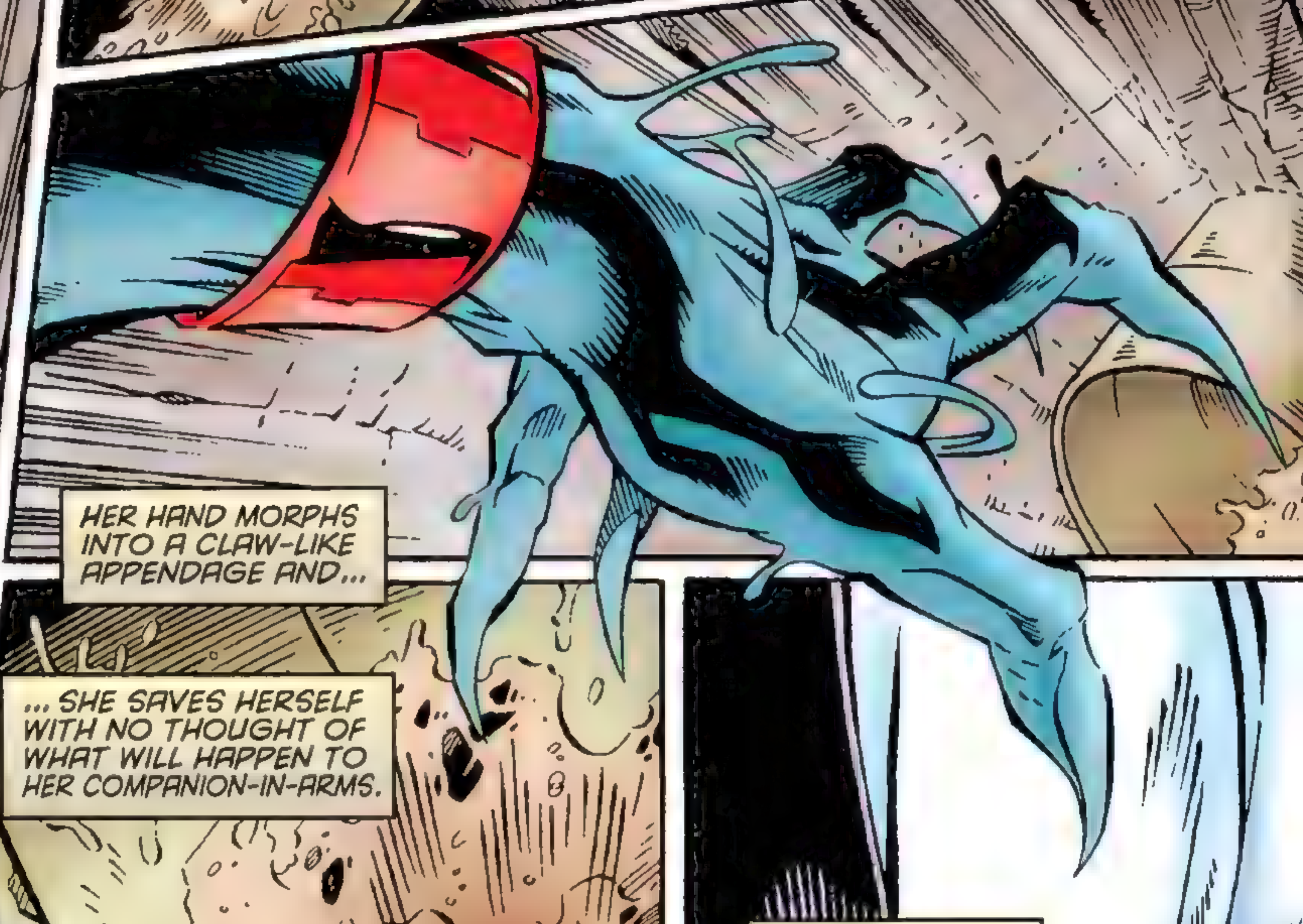
AS THE BLACKNESS
ENVELOPS THEM, THESE
TWO HARDENED KILLERS
PUSH DOWN THE TERROR
AND DO THAT WHICH
THEY DO BEST...

... ADAPT
AND
SURVIVE.



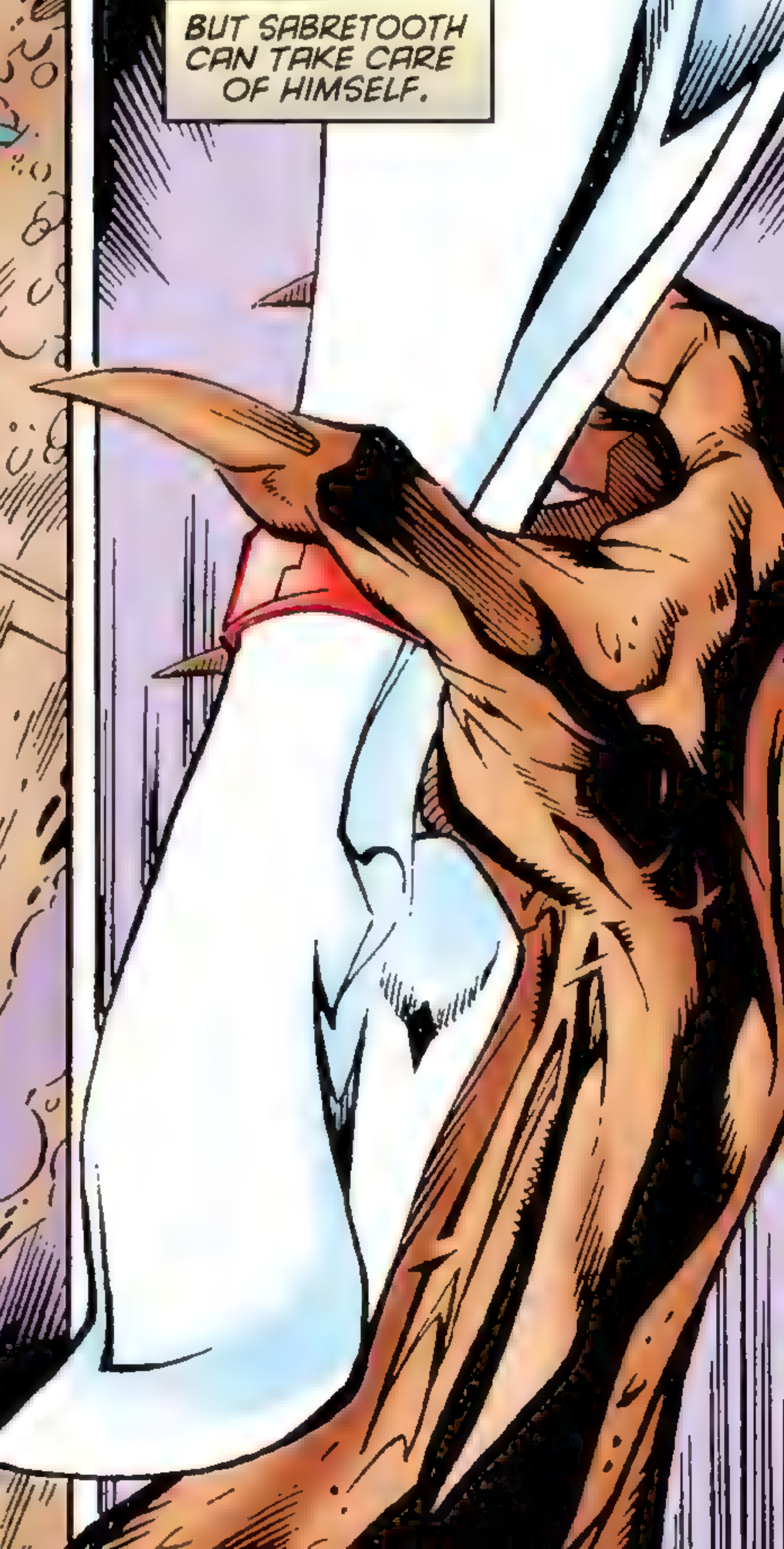
FOR MYSTIQUE, SURVIVAL
COMES BY USING HER
ABILITY TO SHAPE SHIFT
ANY PART OF HER BODY AS
THE NEED ARISES.

HER EYES TAKE ON A
CAT-LIKE APPEARANCE
AND SUDDENLY, WELL
ENOUGH TO KNOW THAT
SHE HAS ONE CHANCE
OF SURVIVAL.



HER HAND MORPHS
INTO A CLAW-LIKE
APPENDAGE AND...

... SHE SAVES HERSELF
WITH NO THOUGHT OF
WHAT WILL HAPPEN TO
HER COMPANION-IN-ARMS.



BUT SABRETOOTH
CAN TAKE CARE
OF HIMSELF.



CREEED!
LET... GO...
OF... ME!

I CAN'T...
SUPPORT
YOUR
WEIGHT!

WE'LL
BOTH
FALL!

LET
GO...

...OR
THIS TIME
I WILL KILL
YOU.

THEN
THAT'S WHAT IT'S
GOING TO BE,
SWEETIE, 'CAUSE I AIN'T
TAKIN' THIS DIVE
ALONE.

GO
FOR IT! BUT I
PROMISE...

...I'M
TAKING YOU
WITH ME.

WE'RE
TWO OF A KIND...
IT'S ONLY FITTIN'
THAT WE GO OUT
TOGETHER.

TAKE
THE
ROPE.

THWAK

LOOKS
LIKE WE
GOT US A
GUARDIAN
ANGEL.



THE ONLY PROBLEM WITH THAT IS...

... I CAN'T SAY I TRUST ANYONE WHO'D HELP US.

WELL ARTICULATED, MY HOMICIDAL COMRADE.

BUT I DO ASSURE YOU THAT MY VERACITY IS BEYOND REPROACH.



SOMETHIN' FAMILIAR ABOUT THE VOICE, BUDDY.

⇒SNIFF⇒
⇒SNIFF⇒ AND YOUR SCENT... FAMILIAR, YET...?

ILLUMINATION OF YOUR MANY OBVIOUS QUESTIONS SHALL BE FORTHCOMING.

STEP INTO THE LIGHT SLOWLY...

... HANDS IN THE AIR...

... AND START SPEAKING ENGLISH. YOU WOULDN'T WANT TO GO IRRITATING MR. CREED... WOULD YOU?

I SAY WE JUST GUT HIM AND BLOW OUT OF HERE.

USE YOUR HEAD FOR A CHANGE, CREED. WE DON'T KNOW WHERE WE ARE... HOW WE GOT HERE... AFTER WE GET THOSE ANSWERS...

... THEN WE CAN KILL HIM.



SEE, DEAR LADY, YOU TWO DO SPEAK MY LANGUAGE. WELL... MAYBE NOT QUITE SO ELOQUENTLY, BUT EMPIRICALLY.

THUS, I BELIEVE WE MAY BE ABLE TO UNDERSTAND EACH OTHER.





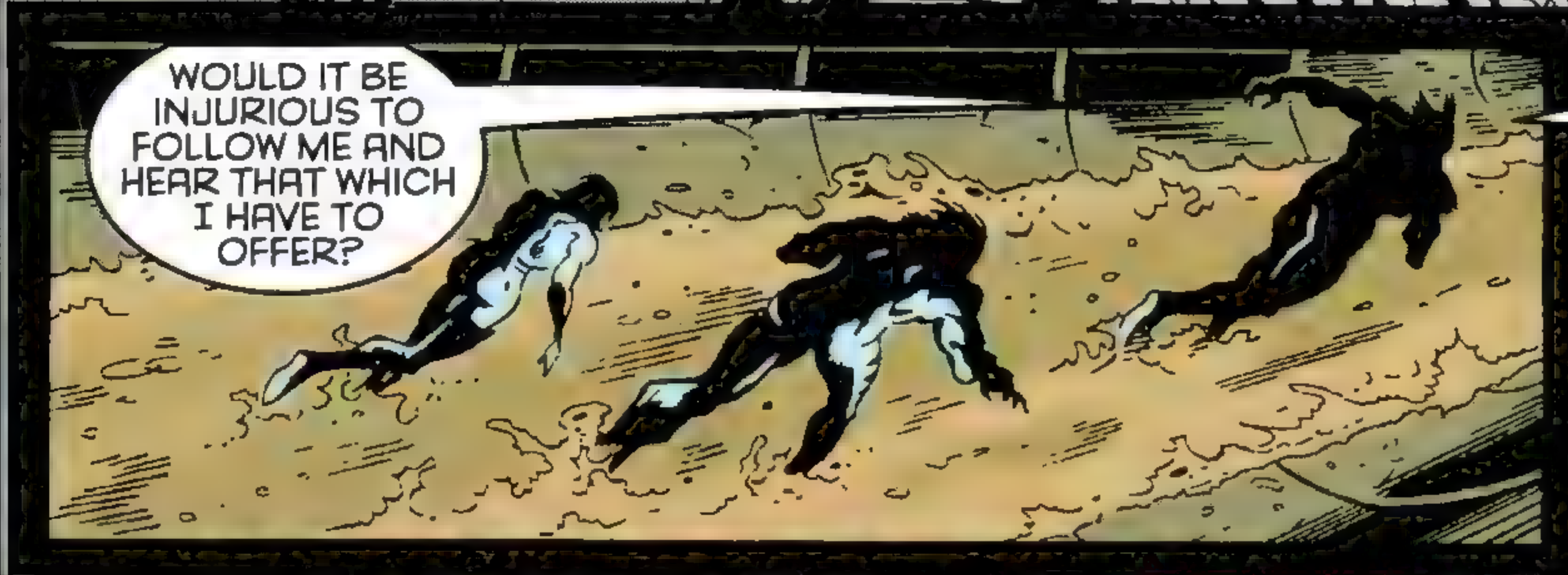
HANK
McCOY?

THE
BEAST?

WONDERFUL!
NOW WE KNOW
WHO. I SAY WE
JUST GUT THE BLUE-
BACKED FREAK AND
TRY TO FIGURE
OUT...

PLEASE...
BEFORE WE
RESORT TO AN ILL-
FATED PUGNACIOUS
ENCOUNTER... HEAR
ME OUT. FOR I
BELIEVE I
HAVE AN...

... OFFER
YOU CAN'T
REFUSE!



WOULD IT BE INJURIOUS TO FOLLOW ME AND HEAR THAT WHICH I HAVE TO OFFER?

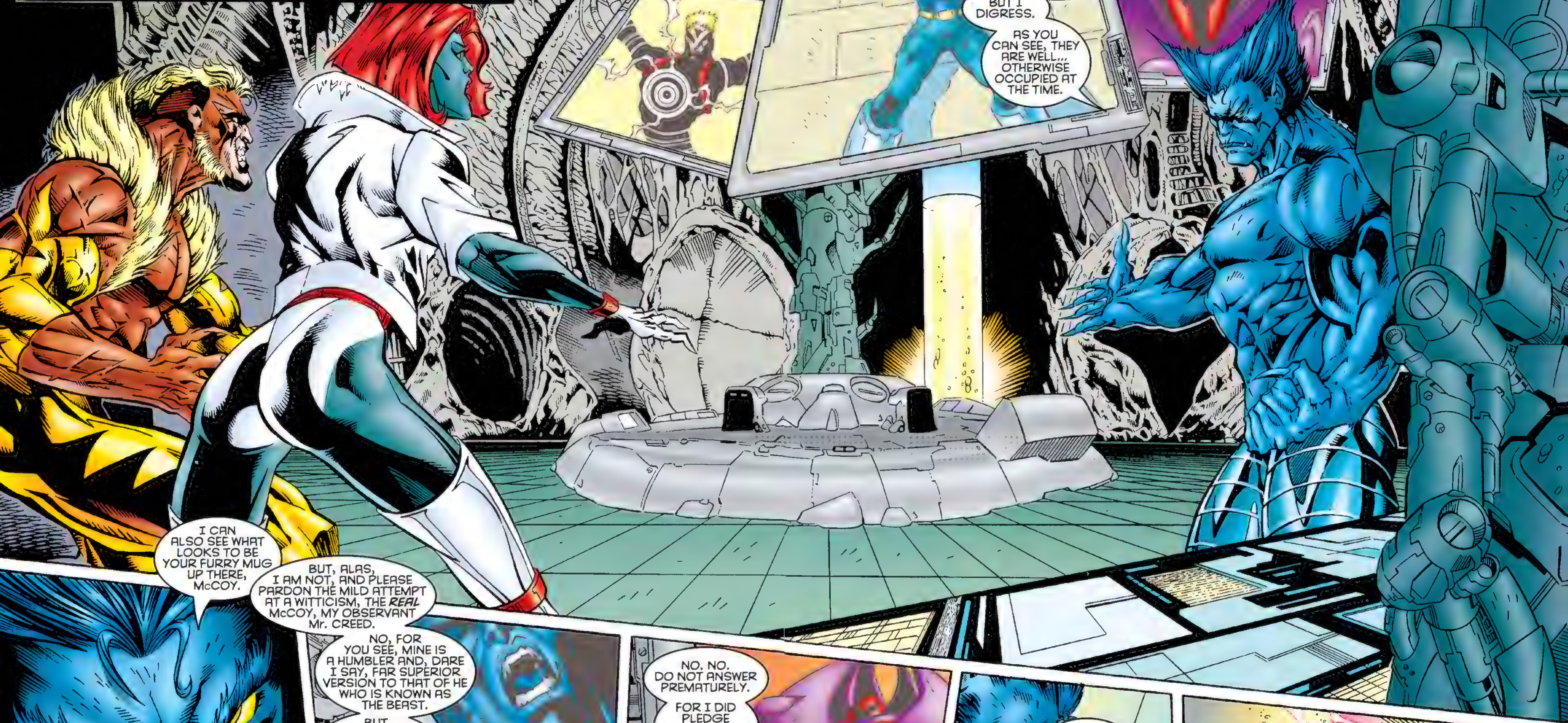
PERHAPS I COULD PROVIDE SOME SMALL TOKEN OF MY GOOD INTENT?

BUT FIRST ALLOW ME TO SHOW YOU MY HUMBLE ABODE WHERE PERHAPS, SOME OF YOUR IMMEDIATE CONCERNS CAN BE ASSUAGED.

AS YOU CAN SEE, YOUR X-FACTOR CAPTORS... AND I DO PREFER TO THINK OF THEM AS YOUR CAPTORS, FOR I KNOW WITHOUT THE THREAT OF CRIMINAL PROSECUTION AND RESTRAINING DEVICES, THE TWO OF YOU WOULD NEVER WILLINGLY ASSIST SUCH AN AGENCY.

BUT I DIGRESS.

AS YOU CAN SEE, THEY ARE WELL... OTHERWISE OCCUPIED AT THE TIME.



I CAN ALSO SEE WHAT LOOKS TO BE YOUR FURRY MUG UP THERE, MCCOY.

BUT, ALAS, I AM NOT, AND PLEASE PARDON THE MILD ATTEMPT AT A WITTICISM, THE *REAL* MCCOY, MY OBSERVANT MR. CREED.

NO, FOR YOU SEE, MINE IS A HUMBLER AND, DARE I SAY, FAR SUPERIOR VERSION TO THAT OF HE WHO IS KNOWN AS THE BEAST.

BUT WHAT I AM IS A MODEST MAN WITH MODEST NEEDS, CONTENT TO BE BUT A FOOT SOLDIER IN ANOTHER'S QUEST FOR WORLD DOMINATION.

AS OF LATE, I HAVE TAKEN UP WITH HE WHO I BELIEVE WILL SOON DOMINATE THIS EARTHLY PLANE.

HIS NAME IS ONSLAUGHT, AND I AM HERE TO RECRUIT YOU ON HIS, AND PERHAPS MY, BEHALF.

NO, NO. DO NOT ANSWER PREMATURELY.

FOR I DID PLEDGE PROOF OF MY GOOD INTENT.

AND PROOF YOU SHALL HAVE.

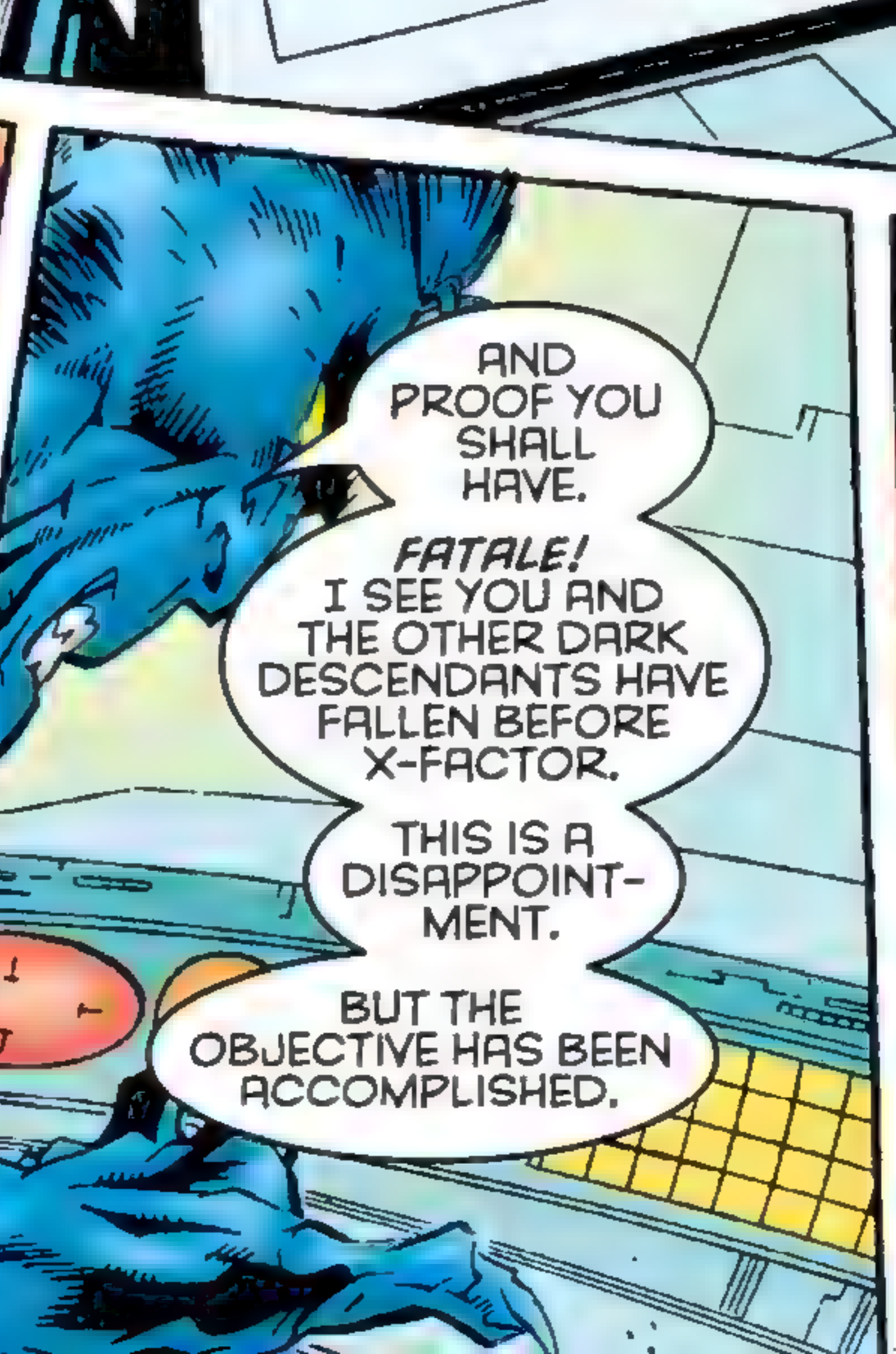
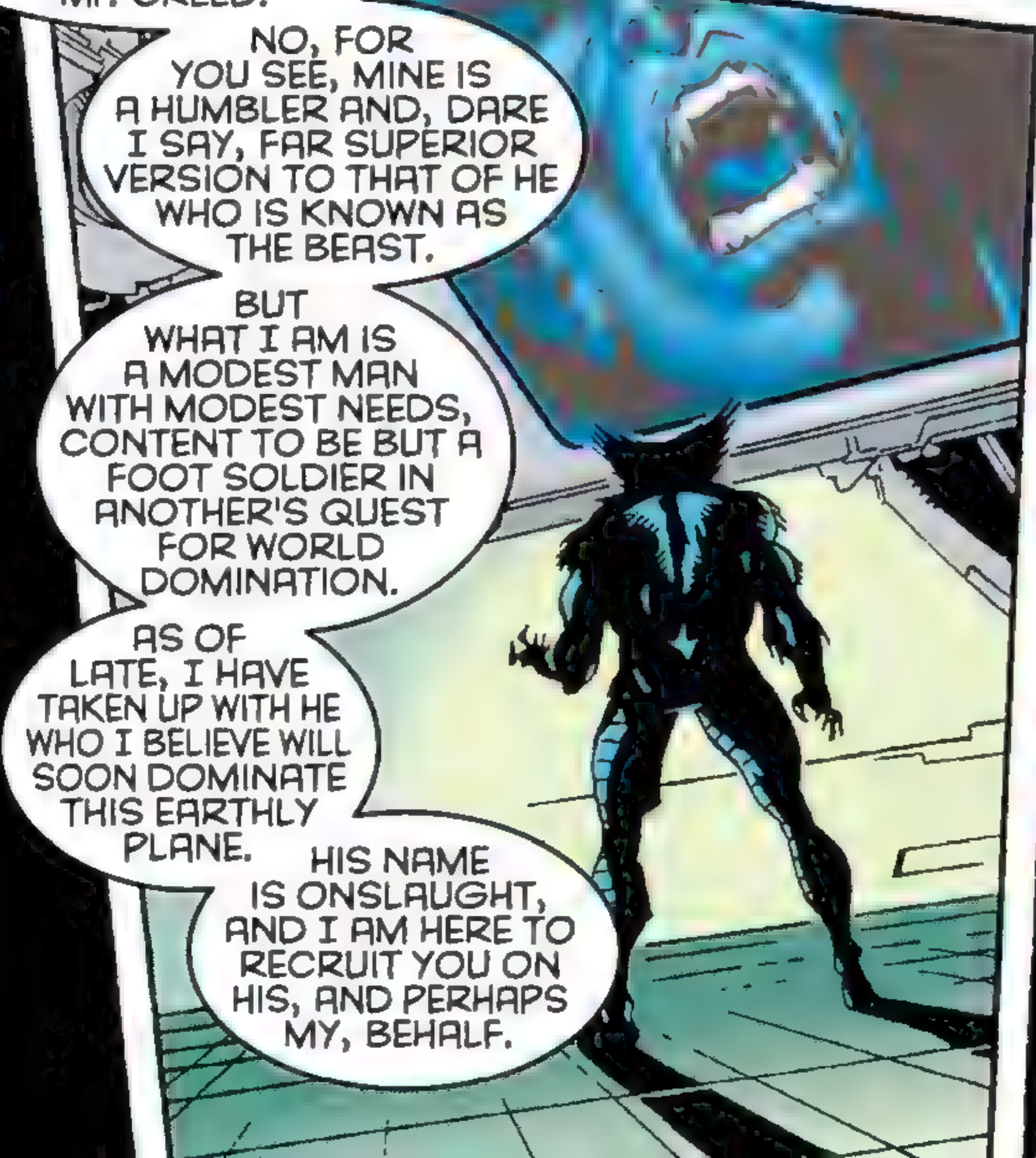
FATALE! I SEE YOU AND THE OTHER DARK DESCENDANTS HAVE FALLEN BEFORE X-FACTOR.

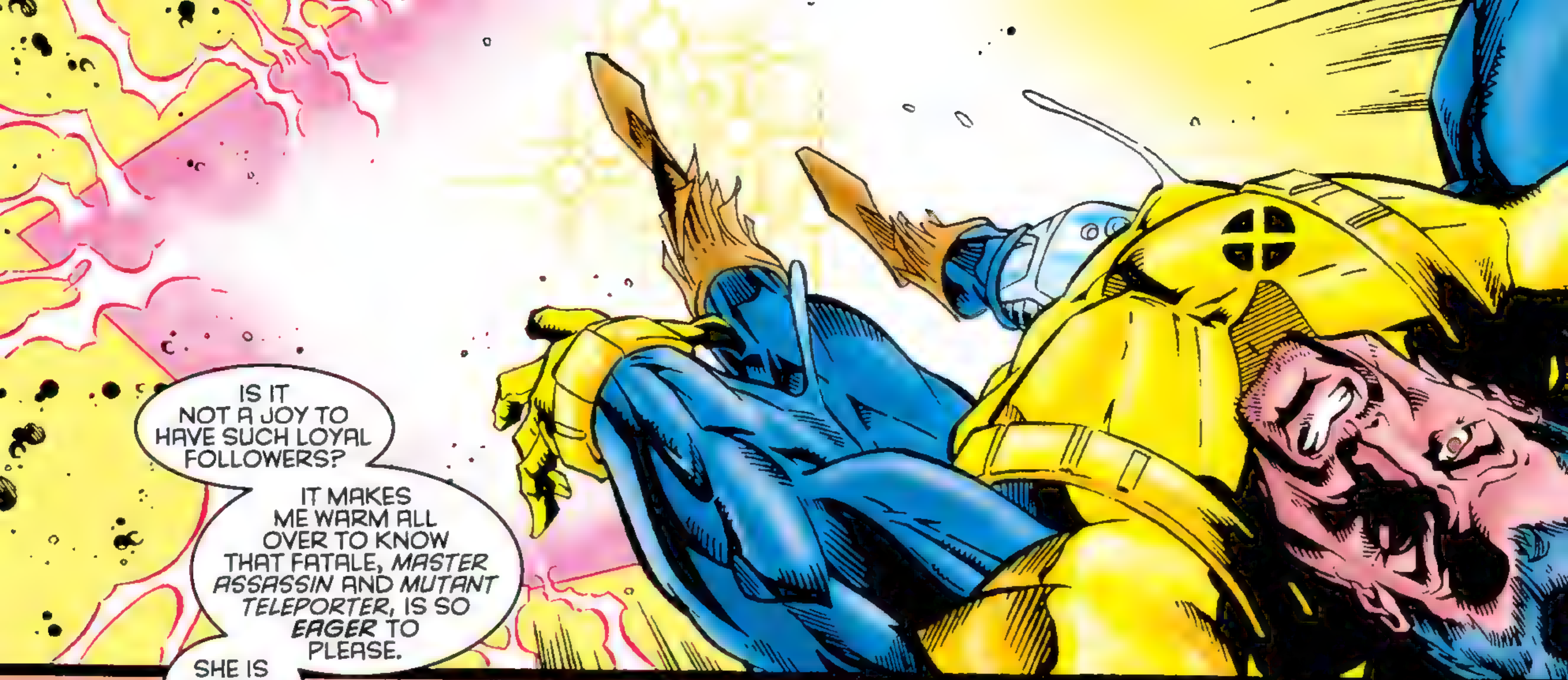
THIS IS A DISAPPOINTMENT.

BUT THE OBJECTIVE HAS BEEN ACCOMPLISHED.

NOW, IF YOU WOULD BE SO KIND AS TO TELEPORT THE NATIVE AMERICAN LEADER OF THAT LITTLE BAND...

...PERHAPS I SHALL BE ABLE TO FIND ROOM IN MY HEART TO FORGIVE YOU AND THE OTHERS FOR YOUR GROSS INCOMPETENCE.





IS IT NOT A JOY TO HAVE SUCH LOYAL FOLLOWERS?

IT MAKES ME WARM ALL OVER TO KNOW THAT FATALE, MASTER ASSASSIN AND MUTANT TELEPORTER, IS SO EAGER TO PLEASE.

SHE IS A GOOD LASS.

Oh, YES... WHERE WERE WE...



OF COURSE... FORGE!

IF MY OBSERVATIONS HAVE BEEN CORRECT, AND I ASSURE YOU THEY HAVE BEEN, AS OF LATE HE IS THE MAN RESPONSIBLE FOR SO MUCH DISCOMFORT IN BOTH OF YOUR LIVES.

SOMETHING SHOULD BE DONE ABOUT HIM... DO YOU NOT CONCUR?



BUT FIRST I HAVE ANOTHER GIFT FOR YOU BOTH.

STAND STILL NOW.

ARGH! ARGH!

I DO APOLOGIZE FOR THE MOMENTARY DISCOMFORT, BUT I ASSURE YOU THERE WILL BE NO LASTING EFFECTS.

YOU WILL FIND THAT THE PESKY INHIBITOR COLLAR AND THE NEURAL IMPLANT YOU BOTH HAVE ARE NOW DEFUNCT.

WHICH BRINGS US BACK TO FORGE AND MY FIRST OFFERING.



KILL HIM.
WITH MY BLESSINGS.
DO SO
AND WE CAN
MOVE ON TO THE
BUSINESS
AT HAND...

... JOINING
ONSLAUGHT
ON HIS FORWARD
MARCH TO
GLORY.



HE
TALKS TOO
PRETTY, I
DON'T TRUST
HIM. HE'S
LYING!



THERE'S ONLY ONE WAY
TO FIND OUT FOR SURE.

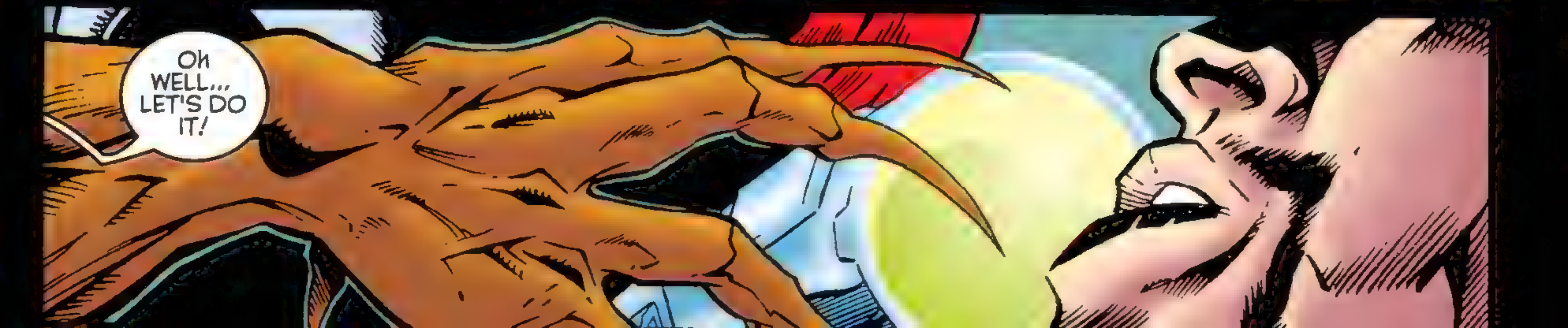


WE WOULDN'T BE
WORKING FOR THE
GOVERNMENT
ANYMORE.

WOULDN'T
BE SANCTIONED
OPERATIVES.

WOULDN'T
BE ABLE TO USE
THEM FOR OUR OWN
PURPOSES.

NO,
WE WOULD
NOT.



OH
WELL...
LET'S DO
IT!

PTOOM

WELL SAID.

I'VE ALWAYS WANTED TO THIS TO THE REAL BEAST.

WONDER IF IT WILL BE AS SATISFYING WITH YOU?

YOU IGNORANT LOU! I'LL GARROTE YOU WITH YOUR OWN INTESTINES!

HEY, YOU WERE RIGHT... WE DO SPEAK THE SAME LANGUAGE.

WE'VE GOT TO GET OUT OF HERE... FIND THE REST OF X-FACTOR... GET TO MANHATTAN AND DO WHATEVER WE CAN AGAINST THE SENTINELS.

LET'S GET CREED.

IF WE'RE LUCKY THEY'LL DISEMBOWEL EACH OTHER.

SAVE ME THE TIME OF DOING IT LATER.

ENOUGH, CRETIN! I WILL NOT HAVE YOU SQUANDER MY TIME ANY LONGER!

IT APPEARS I MISJUDGED YOU ALL.

YOU COULD HAVE KILLED ME, RAVEN. WHY...?

I WOULDN'T GET ALL TEARY-EYED IF I WERE YOU, FORGE. YOUR DEATH DOESN'T SUIT MY PURPOSES YET.

... I THINK THERE'S MORE TO IT THAN THAT.

SAYS YOU.

WHATEVER YOU SAY, BUT...

SHRAK



THIS IS AN INDISCRETION I SHALL SOON REMEDY.



GOOD-BYE, GENTLE FOLK, MAY YOU BURN IN THE ETERNAL FLAMES OF...



WHAT'S THIS?



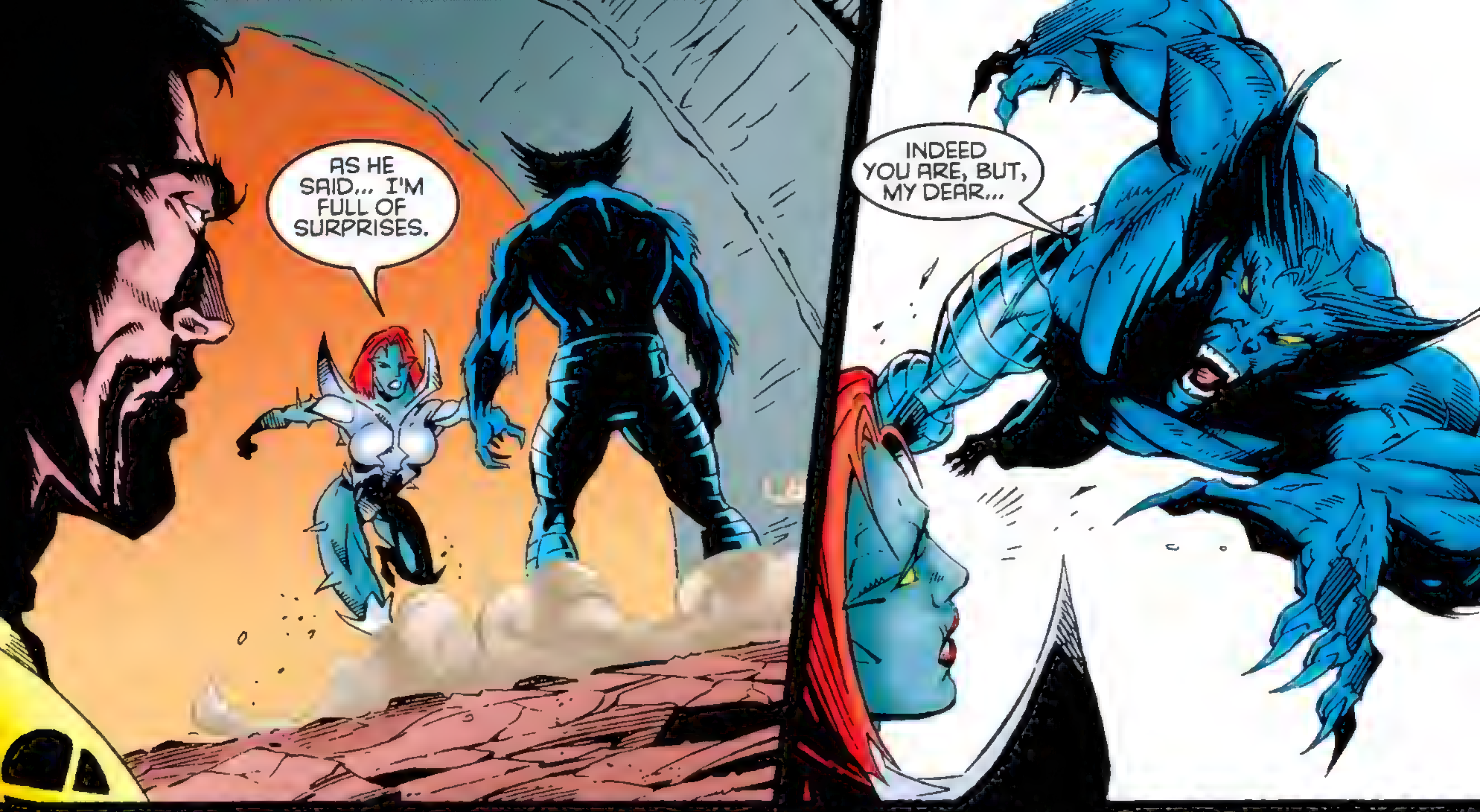
MYSTIQUE? DEAR WOMAN, IT APPEARS THAT THERE ARE STILL ONE OR TWO SURPRISES LEFT IN YOU.

EVEN I, MASTER GENETICIST THAT I AM, HAD NOT SUSPECTED YOU OF SUCH MASTERY OVER YOUR METAMORPHIC MUTANT STRUCTURE.

TRULY MASTERFUL. WHAT I WOULD NOT GIVE TO SPEND TIME WITH YOU IN MY LABORATORY.



MYSTIQUE?



AS HE SAID... I'M FULL OF SURPRISES.

INDEED YOU ARE, BUT, MY DEAR...

I AM AFRAID THAT YOU WILL SOON BE IN NO CONDITION TO DISPLAY THE REST OF YOUR TALENTS.

SHRAK



GUESS THIS LEAVES JUST YOU AND ME, FORGE.

WOULD IT NOT BE A SHAME FOR TWO MEN OF SCIENCE SUCH AS OURSELVES, TO RESORT TO COMMON FISTICUFFS?



I DON'T KNOW WHAT HAS HAPPENED TO YOU, BEAST, BUT THE TIME FOR TALKING IS DONE.

IS THAT SO?



THAT IS A SHAME, FOR I DO SO LOVE WORDS.

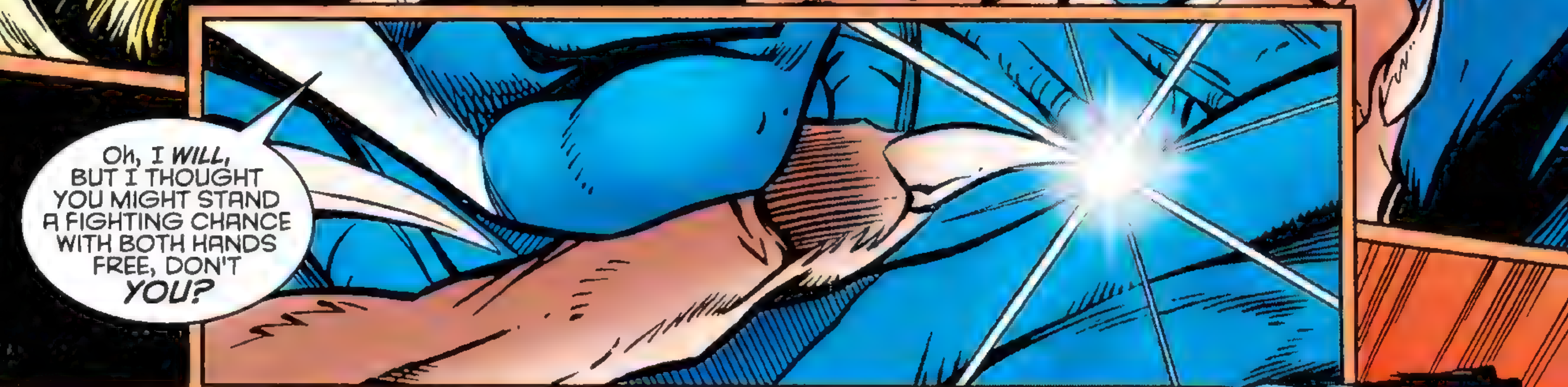
THEN AGAIN, I DO SO LOVE THE WARM STICKY FEELING OF BLOOD AS WELL.



THAT
MAKES TWO
OF US.

LET
THEM GO
OR YOUR
JUGULAR IS
SHREDDED.

HOW DO
I KNOW YOU
WON'T KILL ME
ANYWAY?



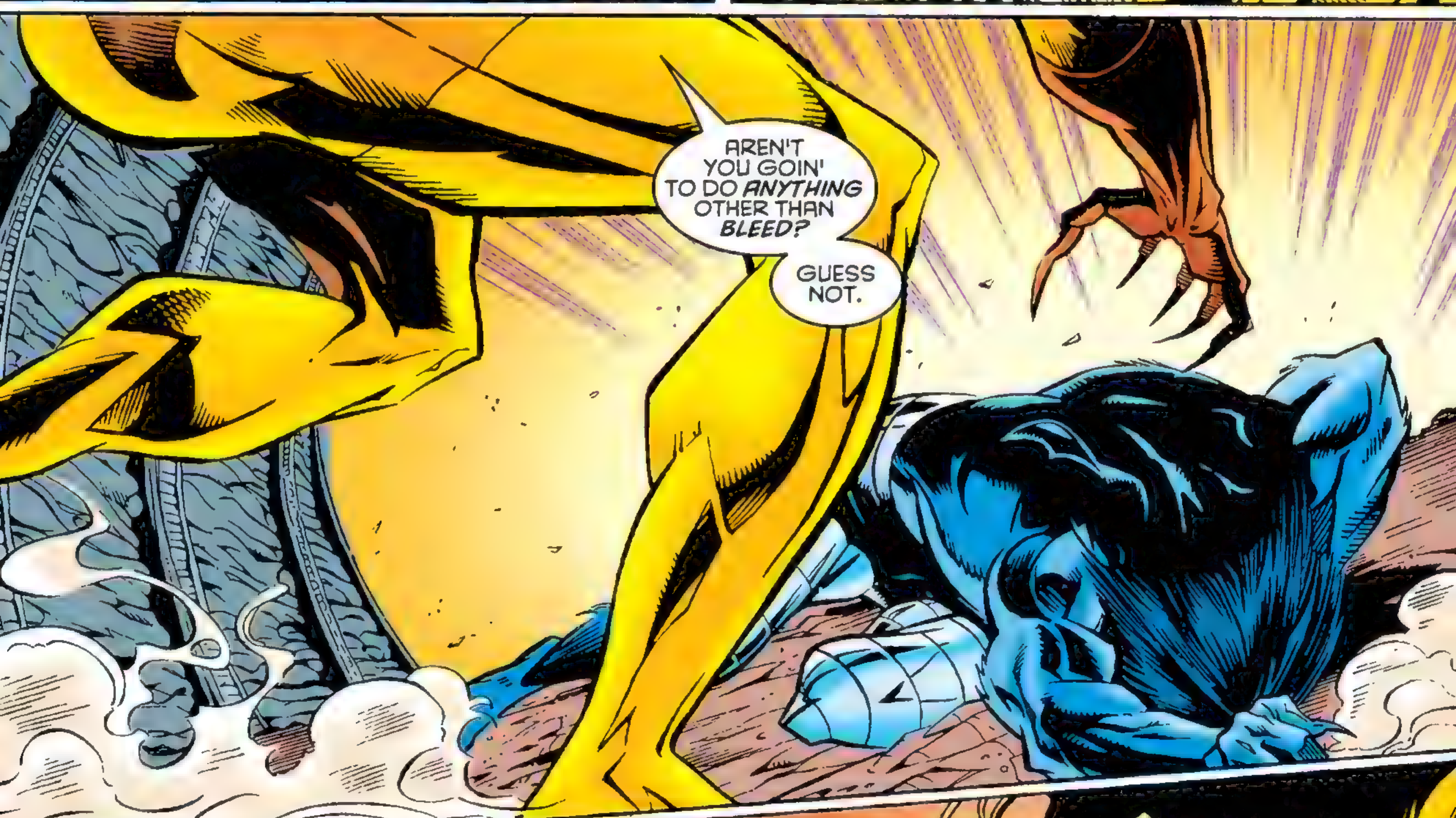
Oh, I *WILL*,
BUT I THOUGHT
YOU MIGHT STAND
A FIGHTING CHANCE
WITH BOTH HANDS
FREE, DON'T
YOU?



SHALL WE
BEGIN?



WE'RE
ALREADY
DONE!



I DON'T CARE ABOUT WHAT YOU NEED, BUT WE NEED INFORMATION FROM HIM.

INDEED, FORGE. I COULD BE A VERITABLE FOUNTAIN OF INFORMATION.

REGARDING ONSLAUGHT... AND HOW TO FIND THE REAL HANK MCCOY BUT I'M AFRAID YOU ARE FAR TOO LATE.

FATALE'S PORTALS APPEAR AT THE MOST CONVENIENT TIMES.

WHY'D YOU STOP ME, FORGE! HE'S GETTING AWAY!

FARE THEE-WELL, MY FEEBLE-MINDED FRIENDS.

BY THE TIME YOUR FIND YOUR WAY OUT OF THESE CATACOMBS, ONSLAUGHT WILL RULE THE WORLD AND...

... HANK MCCOY WILL BE LONG DEAD.

NEXT ISSUE:

THE RE-MATCH OF THE CENTURY... BATTLE OF THE BEASTS

MARVEL
COMICS



X-MEN

SEP. '96 126

WARRIOR

IMPACT

2

X-FANTASY

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE BEAST OR
NOT THE
BEAST--

--THAT IS
THE QUESTION.



Stan Lee Presents
THE BEAST WITHIN

THE BRAND CORPORATION,
JERSEY CITY, NEW JERSEY.

MY NAME
IS FORGE.

BUILDING IS
WHAT I DO.

BUT SOMETIMES ONE
MUST FIRST DESTROY
BEFORE ONE CAN
CREATE.

CASE IN POINT, ANY
SHRED OF TRUST
MYSTIQUE AND
SABRETOOTH MAY
HAVE GIVEN ME.



MACKIE: STORY

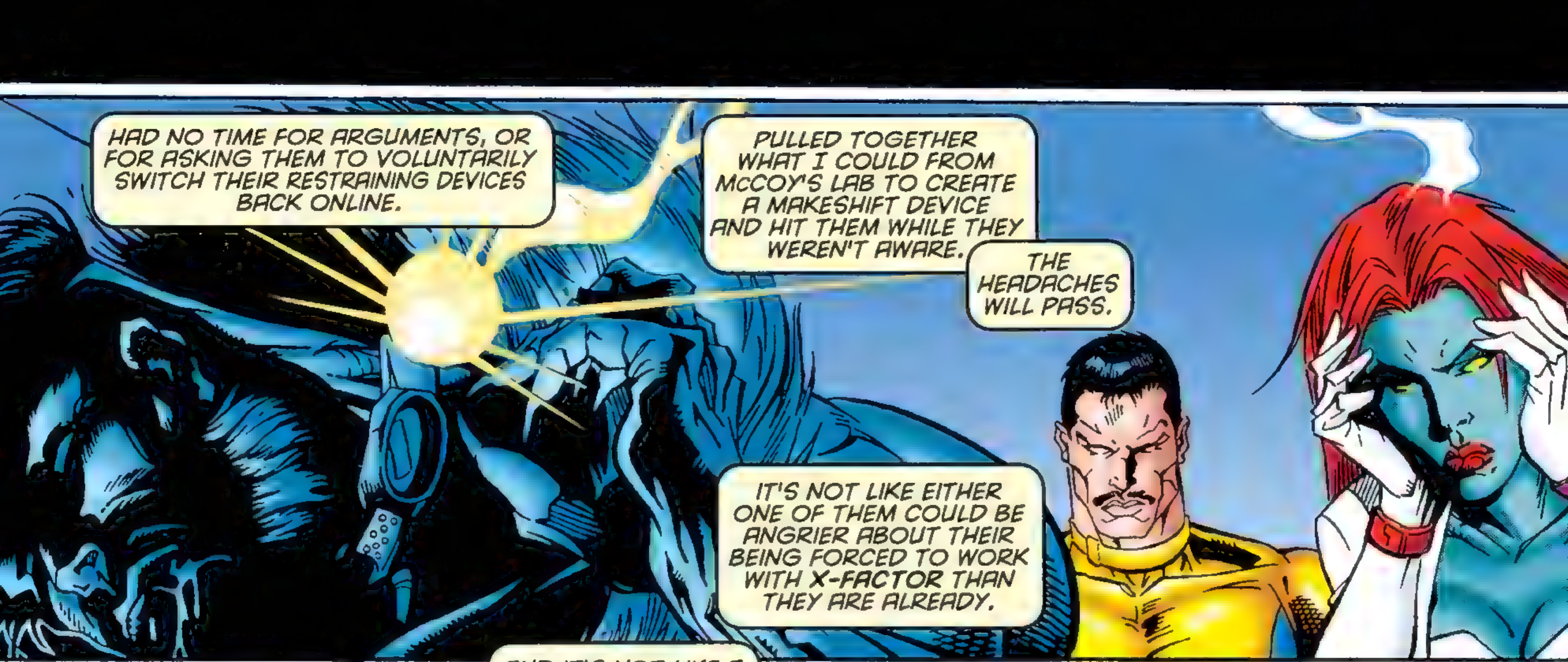
TRIMPE: LAYOUTS

RAFFAELE: PENCILS MILGROM: INKS

RS/COMICRAFT: LETTERS

OLIVER: COLORS MALIBU: ENHANCEMENT

CORVESE: EDITOR HARRAS: CHIEF



HAD NO TIME FOR ARGUMENTS, OR FOR ASKING THEM TO VOLUNTARILY SWITCH THEIR RESTRAINING DEVICES BACK ONLINE.

PULLED TOGETHER WHAT I COULD FROM MCCOY'S LAB TO CREATE A MAKESHIFT DEVICE AND HIT THEM WHILE THEY WEREN'T AWARE.

THE HEADACHES WILL PASS.

IT'S NOT LIKE EITHER ONE OF THEM COULD BE ANGRIER ABOUT THEIR BEING FORCED TO WORK WITH X-FACTOR THAN THEY ARE ALREADY.

AND IT'S NOT LIKE I CARE. NOT WITH ALL THAT'S HAPPENED TODAY.

WE FAILED TO STOP THE SENTINEL LAUNCH.

WE'RE NOT GOING TO FAIL AT FINDING THE REAL HANK MCCOY -- ALIVE.

OUR BEST BET WILL BE TO SPLIT UP. WE'VE GOT TWO TRACKERS -- WE'LL USE THEM BOTH.

I'LL TAKE SABRETOOTH. WILDCHILD WILL GO WITH MYSTIQUE.

POLARIS?

IT'S NOT LIKE I COULD DRAG HER AWAY FROM HERE NO MATTER WHAT WAS AT STAKE.

NOT WITH THEM HERE.

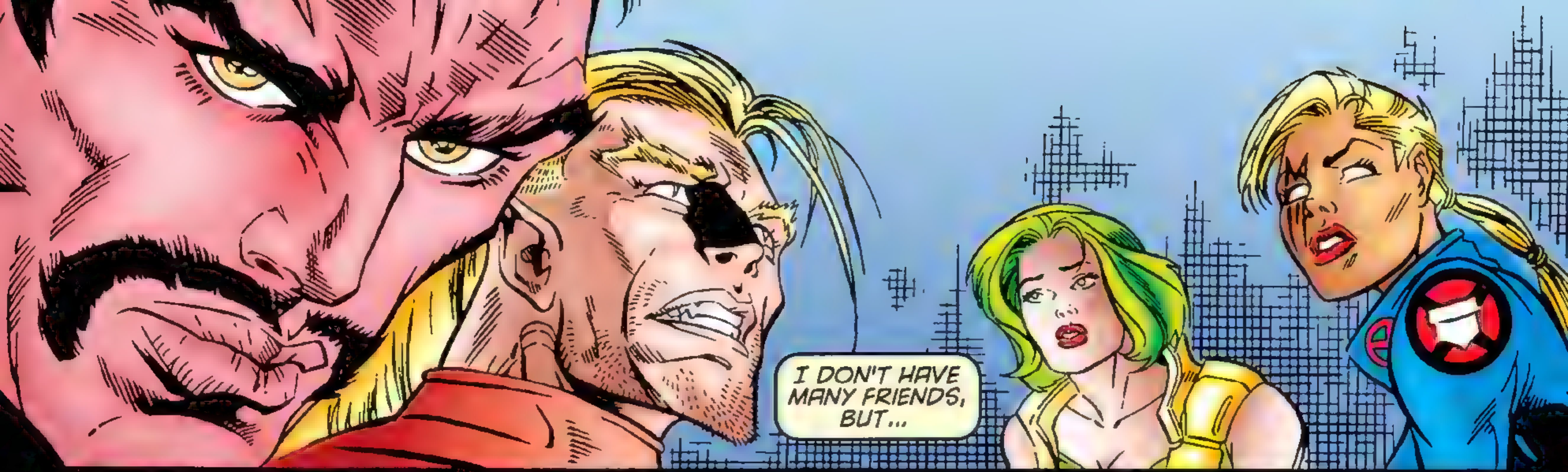
HAVOK AND RANDOM.

HAVOK WAS A MEMBER OF THIS MUTANT MILITIA FOR YEARS. HE AND POLARIS WERE LOVERS EVEN BEFORE THAT.

RANDOM THE MUTANT BOUNTY-HUNTER WORKED WITH US FROM TIME TO TIME, HE BONDED WITH POLARIS RIGHT AWAY.

BUT MCCOY GOT TO ALEX, HE'S OBVIOUSLY BEEN BRAINWASHED. RANDOM..?

SEEMS HE'S BEEN WORKING FOR MCCOY LONG BEFORE HE MET UP WITH X-FACTOR FOR THE FIRST TIME. BUT WHY IS STILL A MYSTERY.



I DON'T HAVE
MANY FRIENDS,
BUT...



... ONCE I WOULD
HAVE COUNTED
ALEX SUMMERS
AMONGST THEM.

SO I CAN
IMAGINE
HOW LORNA
FEELS.

I COULDN'T
DRAG HER
AWAY FROM
HIM IF I
WANTED TO.

AND I
DON'T.



SHARD
WILL
STAY WITH
HER.

IF HAVOK AND RANDOM MANAGE
TO BREAK FREE OF THE MAKESHIFT
POWER-DAMPENING RESTRAINTS I
PULLED TOGETHER, POLARIS AND
SHARD ARE THE ONLY TWO OF US
WHO WOULD STAND ANY REAL
CHANCE OF TAKING THEM DOWN.

ALL AROUND THE
CHEMISTRY COULDN'T
BE MORE VOLATILE.



BUT LIKE
I SAID...

... SOMETIMES
YOU HAVE TO
DESTROY TO
CREATE.

A LITTLE
CHANGE
OF LUCK
WOULDN'T
HURT.



MOMENTS LATER...

LOOKS LIKE IT'S JUST YOU, ME AND THIS GENE-TRASH.

Ooh! SORRY, LORNA... I... um... FORGOT ABOUT YOU AND HAVOK.

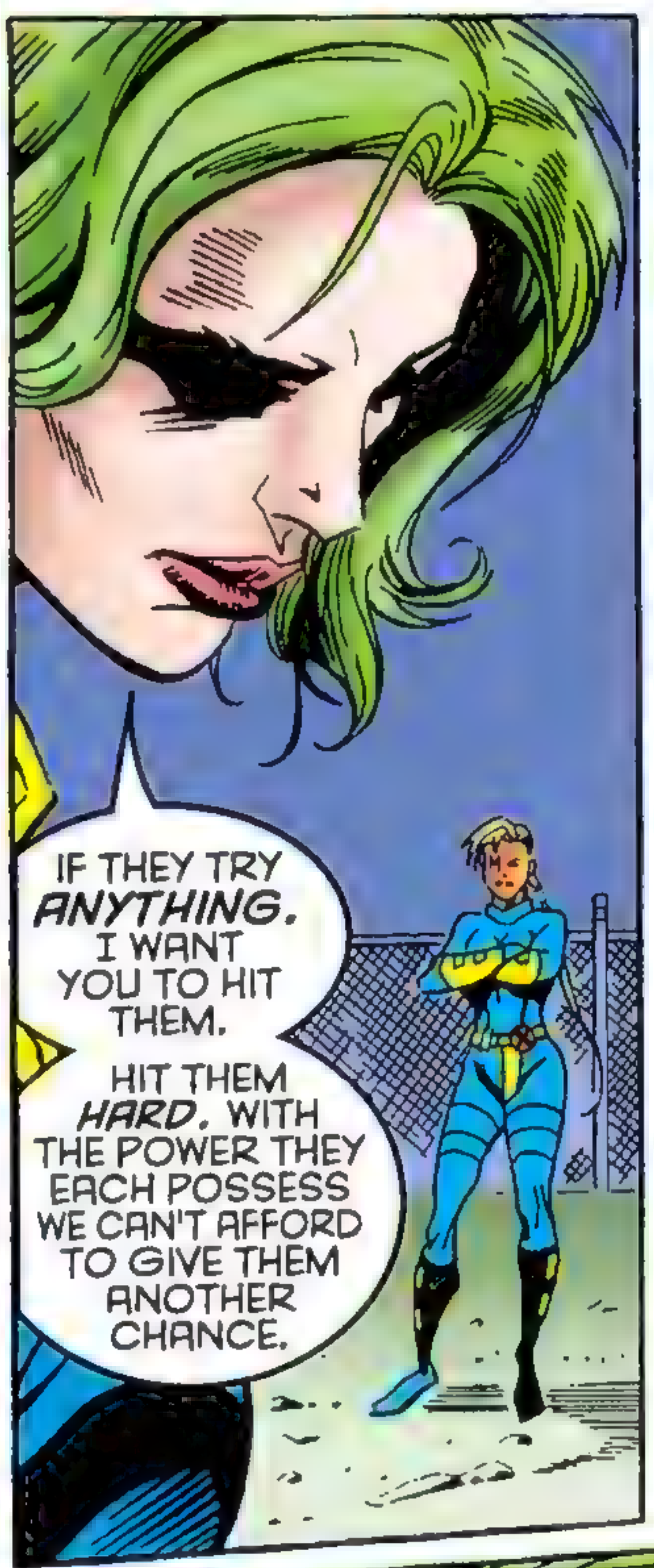
DON'T WORRY ABOUT IT, SHARD.



RIGHT NOW -- OTHER THAN BETRAYED -- I DON'T KNOW HOW I FEEL ABOUT EITHER OF THEM.

I PROBABLY HAVE NEVER BEEN CLOSER TO ANY PEOPLE IN MY LIFE. WHAT THEY DID TO ME IS... OVERWHELMING.

SO I NEED A FAVOR FROM YOU.



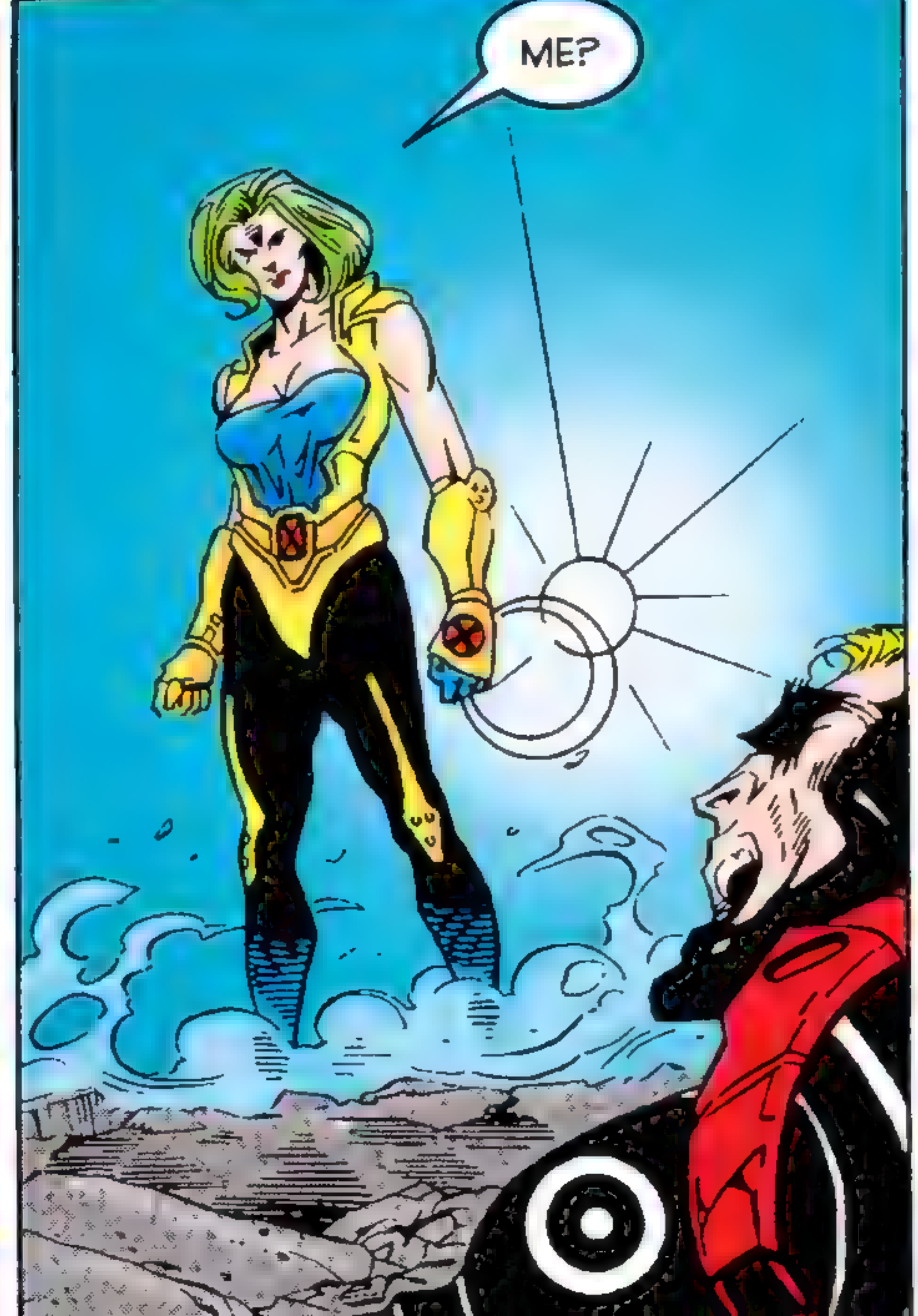
IF THEY TRY ANYTHING, I WANT YOU TO HIT THEM.

HIT THEM HARD, WITH THE POWER THEY EACH POSSESS WE CAN'T AFFORD TO GIVE THEM ANOTHER CHANCE.



I'M NOT GOING TO HAVE A PROBLEM WITH THAT.

WHAT ABOUT YOU?



ME?



I DON'T KNOW, I JUST DON'T KNOW.

KEEP WITHIN THE NETWORK OF TUNNELS WHICH HONEYCOMB THE ABANDONED BRAND CORPORATION FACTORY.

NEVER THOUGHT WE'D BE WORKIN' THIS CLOSELY AGAIN... DID YOU, MYSTIQUE?

WHAT I MISS ABOUT THE TIMES WE SPENT TOGETHER IS ALL THOSE HOURS OF JUST YOU AND ME SHOOTING THE BREEZE.

SO HOW'S ABOUT WE CATCH UP ON OUR PERSONAL LIVES?

MY HEAD IS STILL SPLITTING AND I'M IN NO MOOD.

THAT'S WHAT I LOVE ABOUT YOU, THE WAY YOU GET THAT WARM GLOW IN YOUR EYES WHEN YOU JUST WANNA SLIT MY THROAT.

SHUT... UP!

TELL ME... HOW IS IT THAT A BEAUTIFUL, BLUE-SKINNED BABE LIKE YOURSELF HAS NEVER SETTLED DOWN? BET YOU'D MAKE ONE FINE MOM, MISTY.

YOU DON'T WANT TO KNOW WHAT KIND OF MOTHER I'D MAKE.

OR MAYBE YOU DO?

MAYBE YOU'RE LONGING FOR THE MOMMY YOU NEVER KNEW. THE DADDY WHO DISOWNED YOU. IS THAT HOW IT IS?

DID THEY KICK YOU OUT.... WHEN THEY SAW THEIR LOVELY BOY TURN INTO AN UGLY MUTANT FREAK? DID YOU KILL THEM? IS THAT IT, WILD FREAK? DID YOU EAT MOMMY AND DADDY?

NO... IT WASN'T LIKE THAT AT ALL. I HAVE A COUPLE OF GREAT PARENTS. I KEEP MEANING TO WRITE. I OWE THEM, BUT...



LIKE I CARE? YOU'RE NOT ANY FUN ANYMORE, UGLY.



HUH? FLOOR'S DROPPING AWAY...



GOTCHA!!



YOU'D BETTER WATCH YOURSELF, MYSTIQUE. NEXT TIME I MIGHT NOT BE SO FAST TO PULL YOU BACK FROM THE EDGE.

THIS TUNNEL IS A DEAD END. I'M PICKING UP A STRONG SCENT DOWN THERE THAT COULD BELONG TO THE BEAST, BUT WE'RE GOING TO HAVE TO FIND ANOTHER WAY DOWN.



MAYBE NOT?



HOLD ON TO MOMMA, UGLY. YOU'RE IN FOR THE RIDE OF YOUR LIFE.

MEANWHILE...

LOOKS LIKE THESE TUNNELS ARE RIGGED FOR INTRUDERS, FORGE.

BUT DON'T SWEAT IT.

THIS IS EXACTLY THE KIND OF THING YOU BROUGHT ME ALONG FOR... ISN'T IT?

OR WAS IT MY COLORFUL PERSONALITY?

CREED IS A CERTIFIABLE, SOCIOPATHIC, COLD-BLOODED KILLER.

THERE IS NO DOUBT IN MY MIND THAT HE IS BIDDING HIS TIME UNTIL HE CAN OVERRIDE THE RESTRAINING COLLAR AND KILL US ALL.

HE EMBODIES EVERYTHING THAT'S DARK AND SINISTER IN X-FACTOR THESE PAST FEW MONTHS.

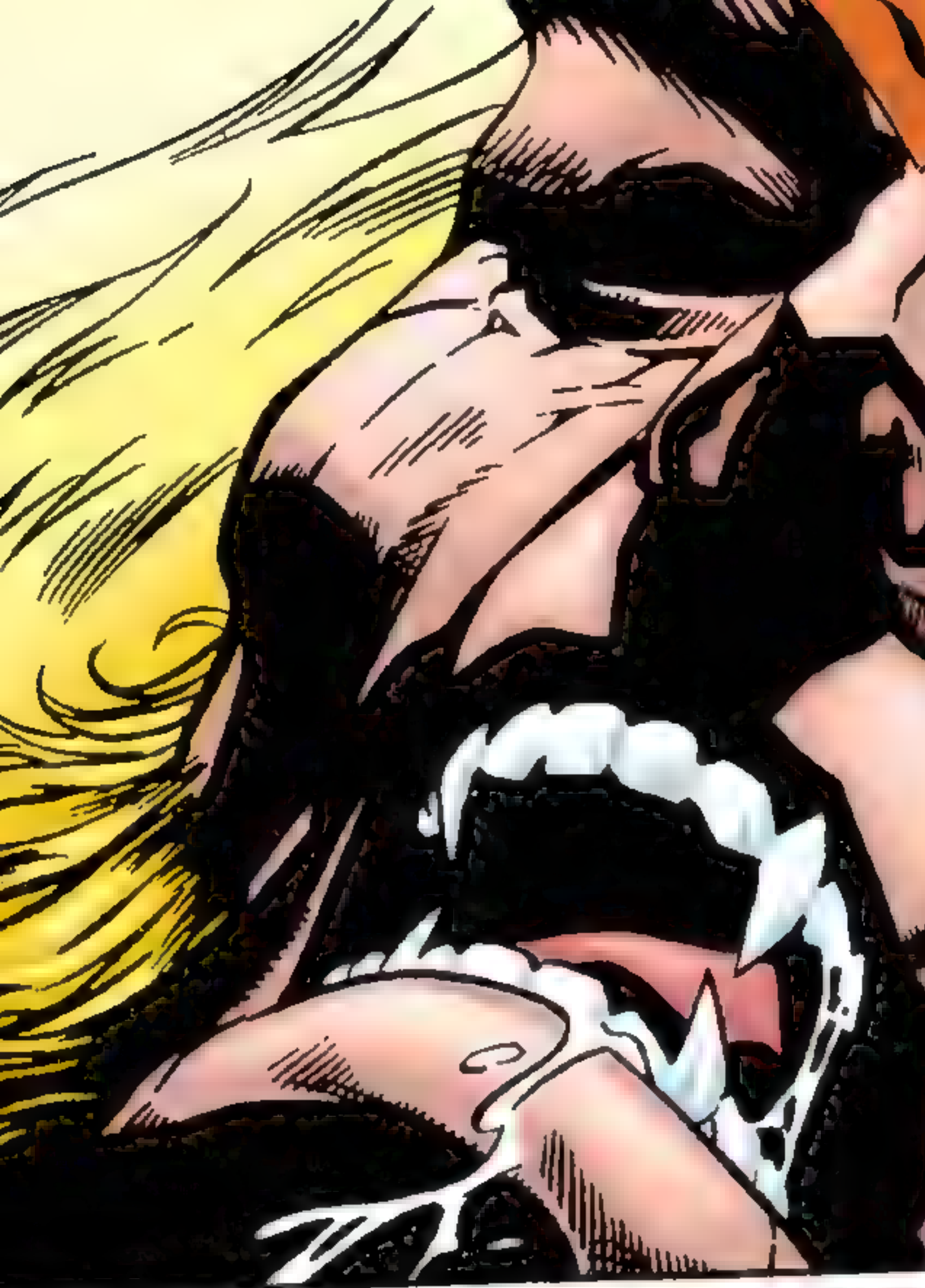
EVERYTHING THAT I DESPISE.

HEY! WHAT HAPPENED?

I KILLED THE POWER SOURCE.

I WAS JUST STARTING TO WORK UP A SWEAT... HAVE A LITTLE FUN... AND YOU WENT AND SPOILED IT.

LET'S KEEP MOVING.



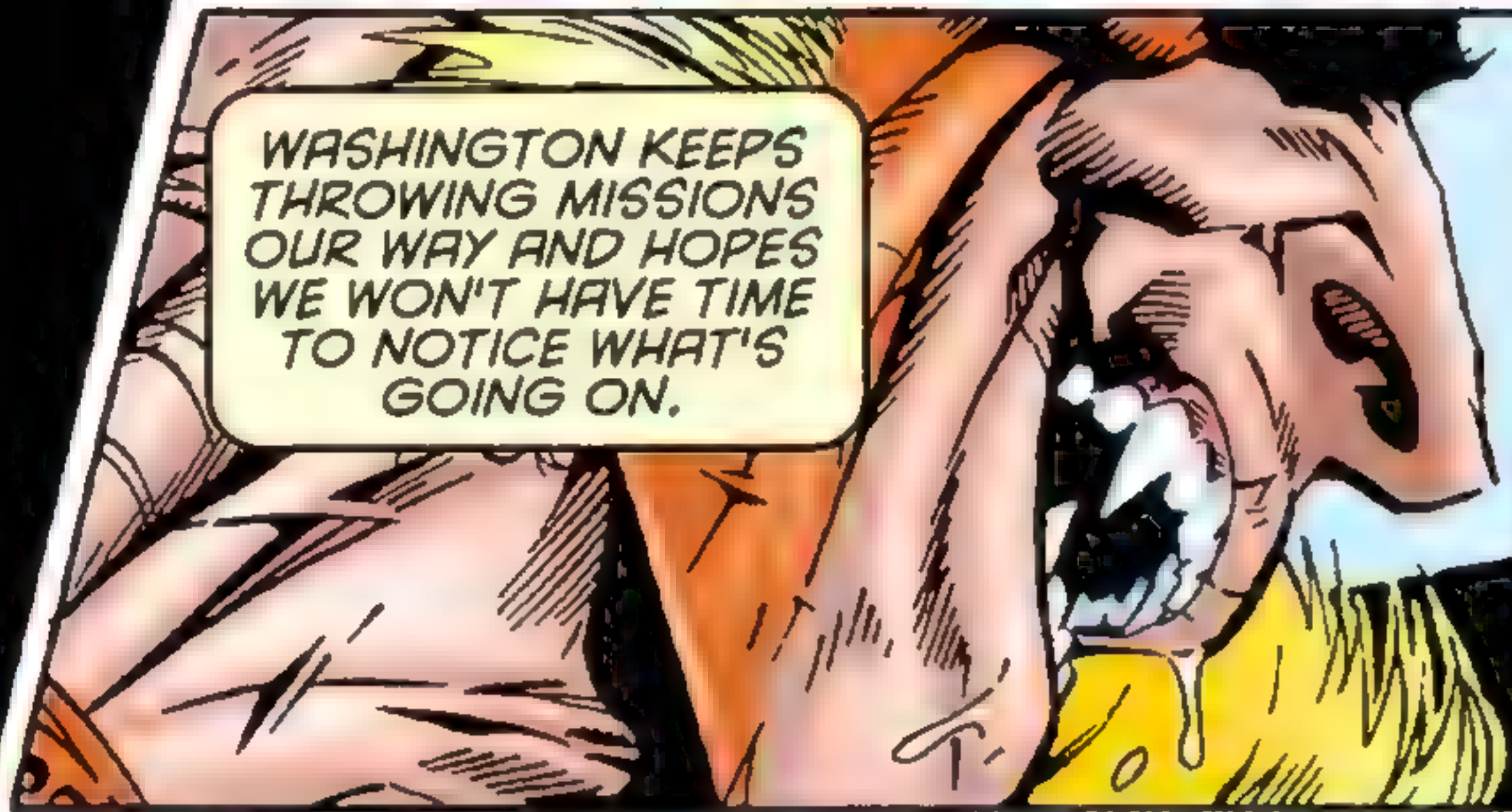
I GET THE
DISTINCT
IMPRESSION YOU
DON'T LIKE ME...
DO YOU,
FORGE?

Aw,
COME ON...
YOU CAN TELL ME.
WHAT DO YOU
REALLY THINK
OF ME?

HE AND MYSTIQUE,
CONVICTED CRIMINALS,
PLACED WITH WHAT IS
SUPPOSED TO BE THE
GOVERNMENT'S
MUTANT MILITIA, WHY?

COME ON,
FORGE, YOU'RE
GONNA HAVE
TO TALK SOONER
OR LATER.

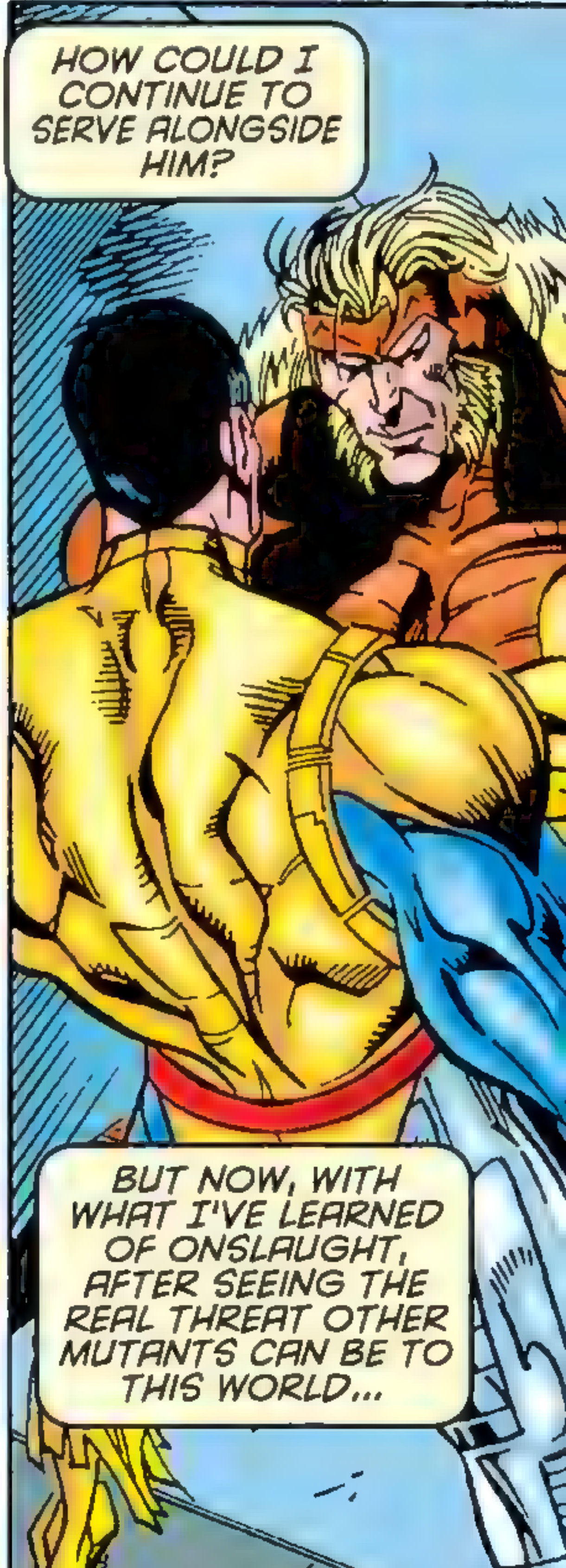
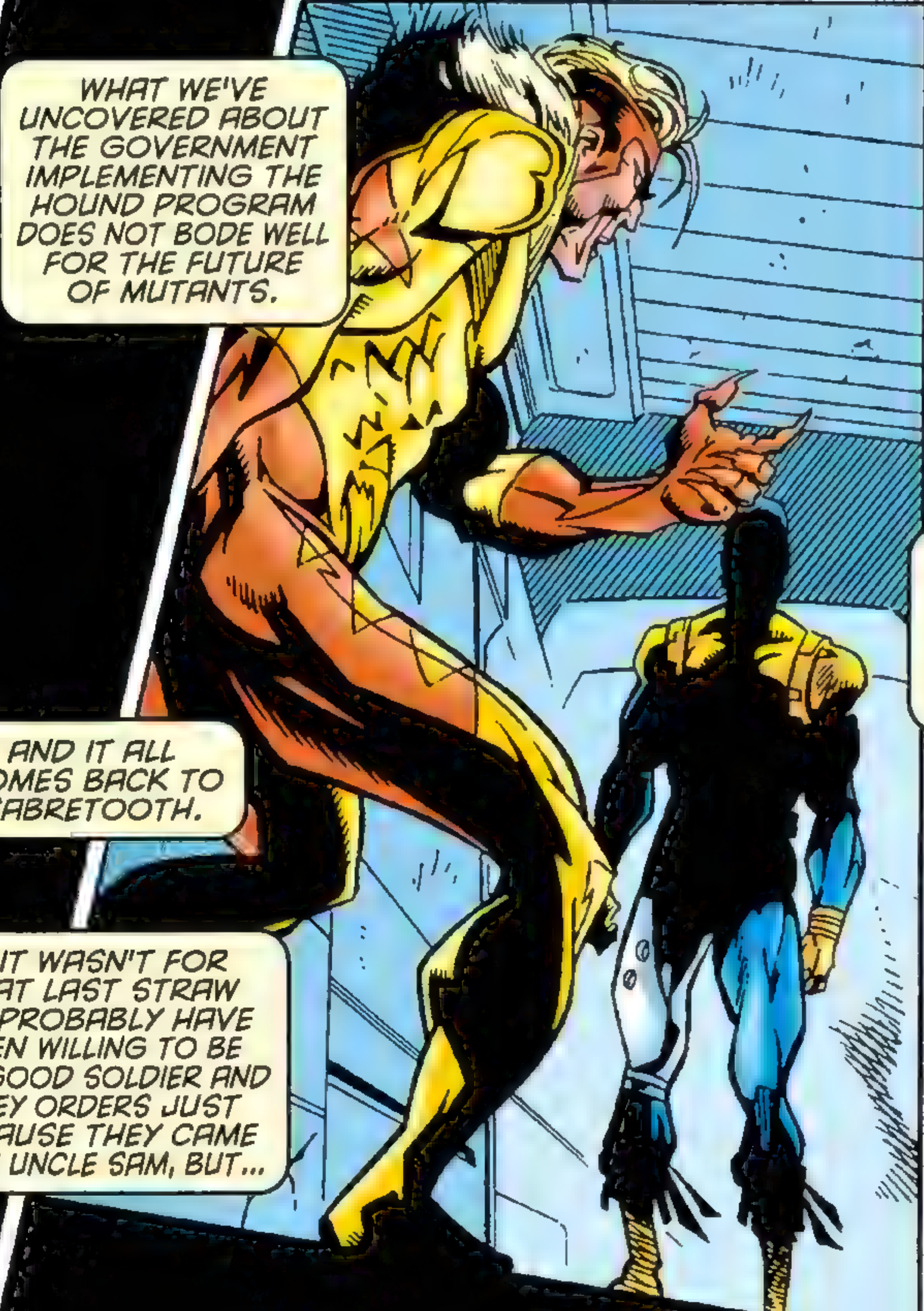
NO ONE IS
GIVING ME
ANSWERS.



WASHINGTON KEEPS
THROWING MISSIONS
OUR WAY AND HOPES
WE WON'T HAVE TIME
TO NOTICE WHAT'S
GOING ON.

BUT I'M
NOTICING.

NOTICING
IT ALL.



WHAT WE'VE
UNCOVERED ABOUT
THE GOVERNMENT
IMPLEMENTING THE
HOUND PROGRAM
DOES NOT BODE WELL
FOR THE FUTURE
OF MUTANTS.

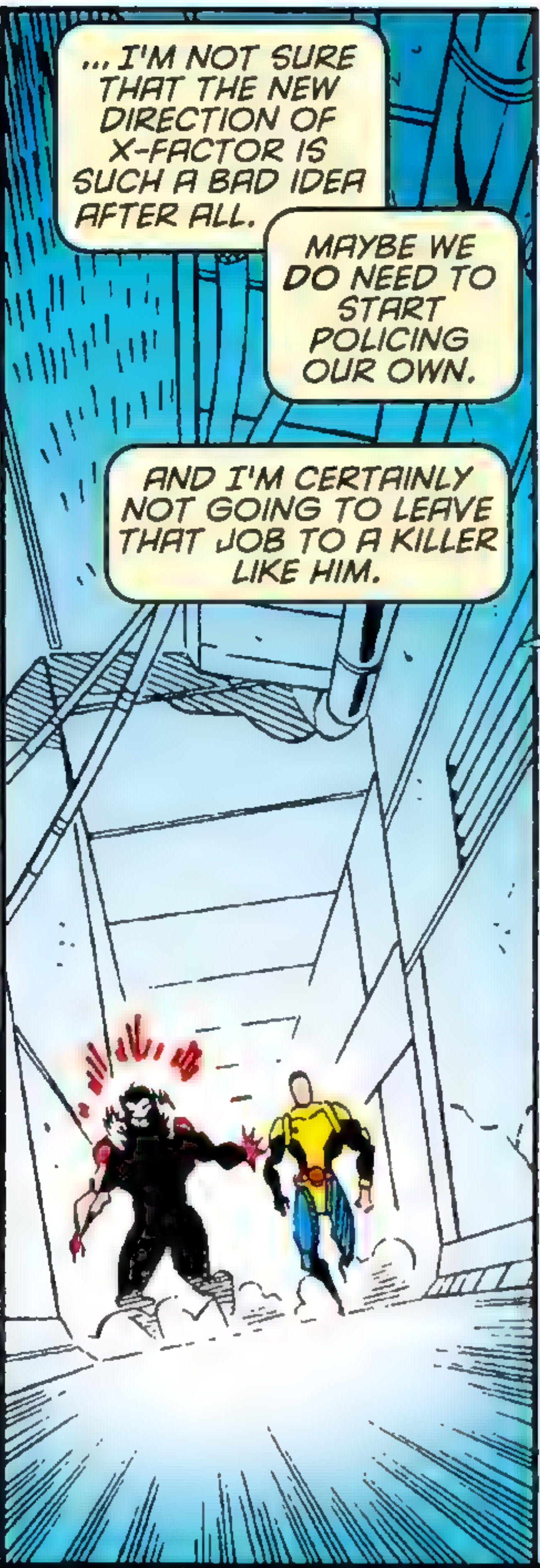
AND IT ALL
COMES BACK TO
SABRETOOTH.

IF IT WASN'T FOR
THAT LAST STRAW
I'D PROBABLY HAVE
BEEN WILLING TO BE
THE GOOD SOLDIER AND
OBEY ORDERS JUST
BECAUSE THEY CAME
FROM UNCLE SAM, BUT...

... CREED
HAD ME
THINKING
ABOUT
LEAVING
X-FACTOR.

HOW COULD I
CONTINUE TO
SERVE ALONGSIDE
HIM?

BUT NOW, WITH
WHAT I'VE LEARNED
OF ONSLAUGHT,
AFTER SEEING THE
REAL THREAT OTHER
MUTANTS CAN BE TO
THIS WORLD...



...I'M NOT SURE THAT THE NEW DIRECTION OF X-FACTOR IS SUCH A BAD IDEA AFTER ALL.

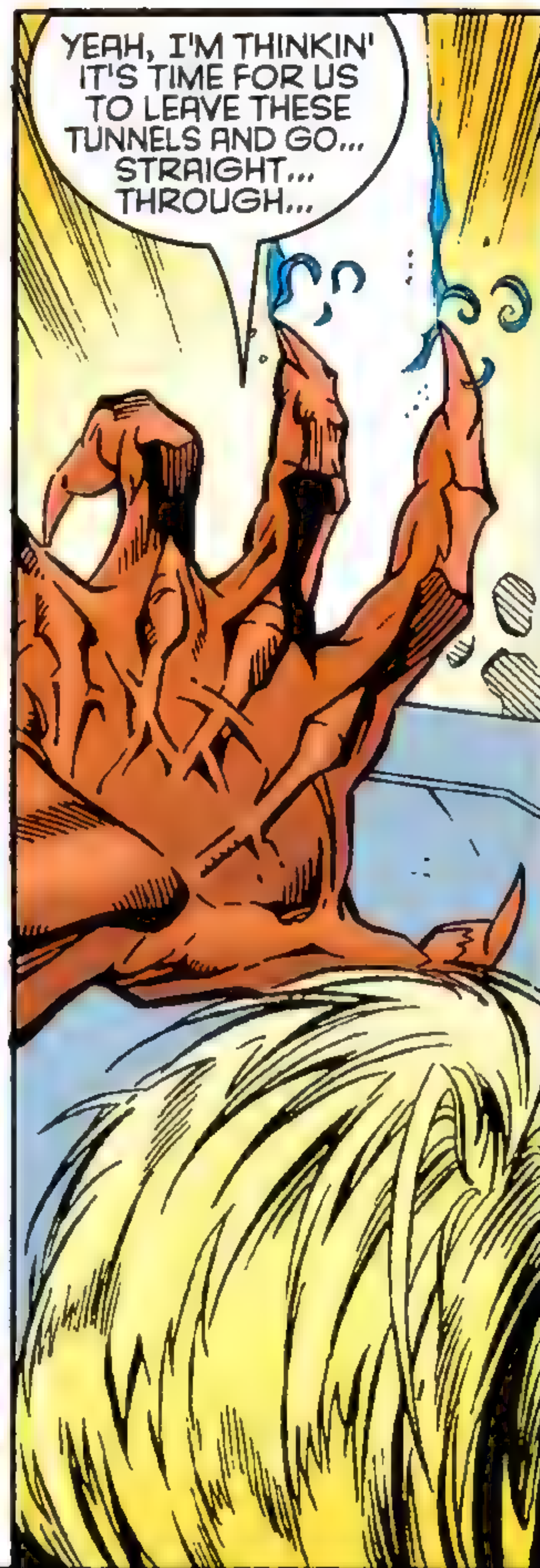
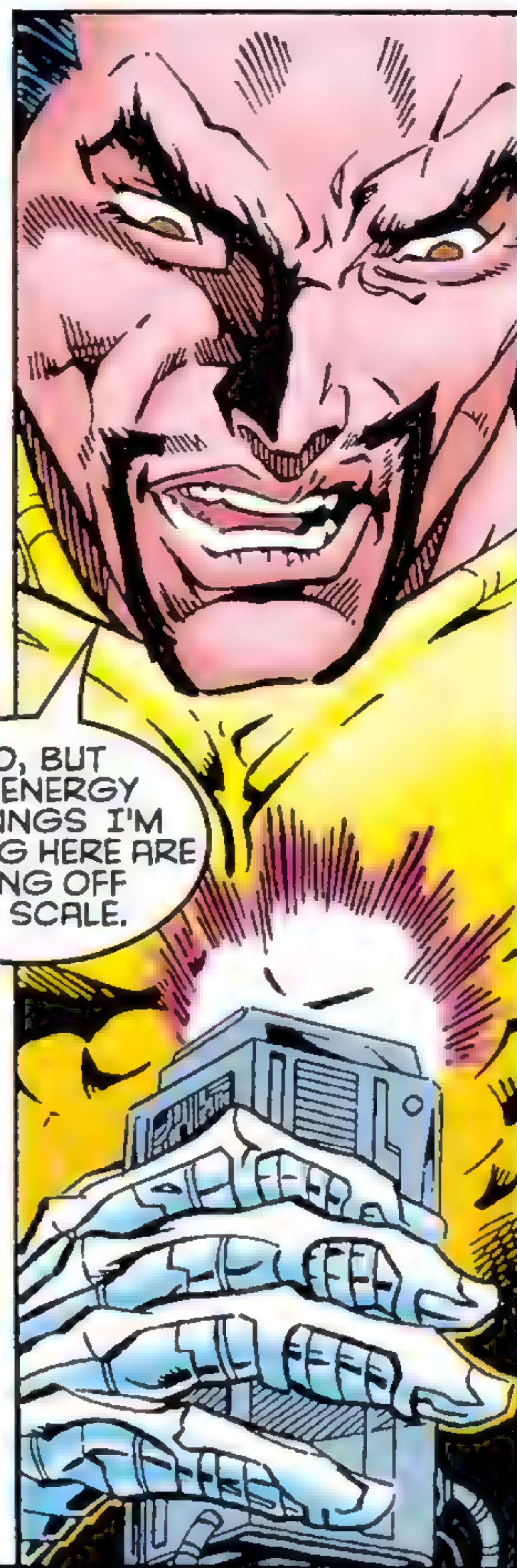
MAYBE WE DO NEED TO START POLICING OUR OWN.

AND I'M CERTAINLY NOT GOING TO LEAVE THAT JOB TO A KILLER LIKE HIM.



HEY, FORGE, YOU HEAR THAT?

NO, BUT THE ENERGY READINGS I'M GETTING HERE ARE GOING OFF THE SCALE.



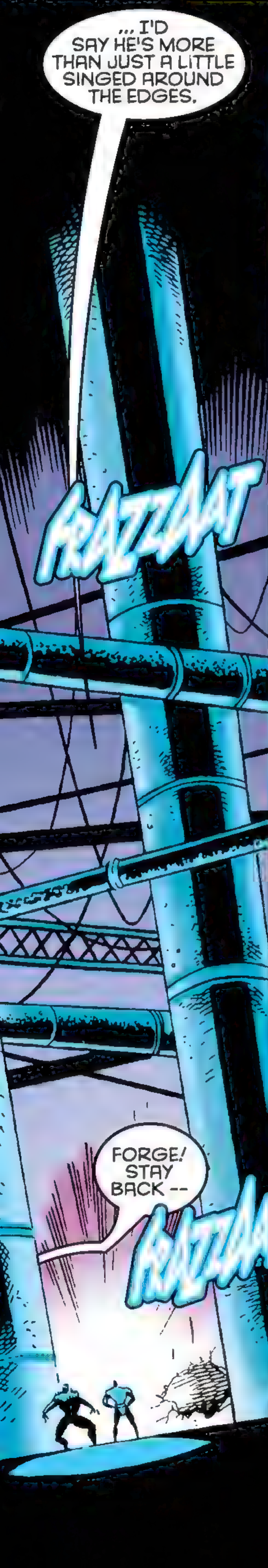
YEAH, I'M THINKIN' IT'S TIME FOR US TO LEAVE THESE TUNNELS AND GO... STRAIGHT... THROUGH...



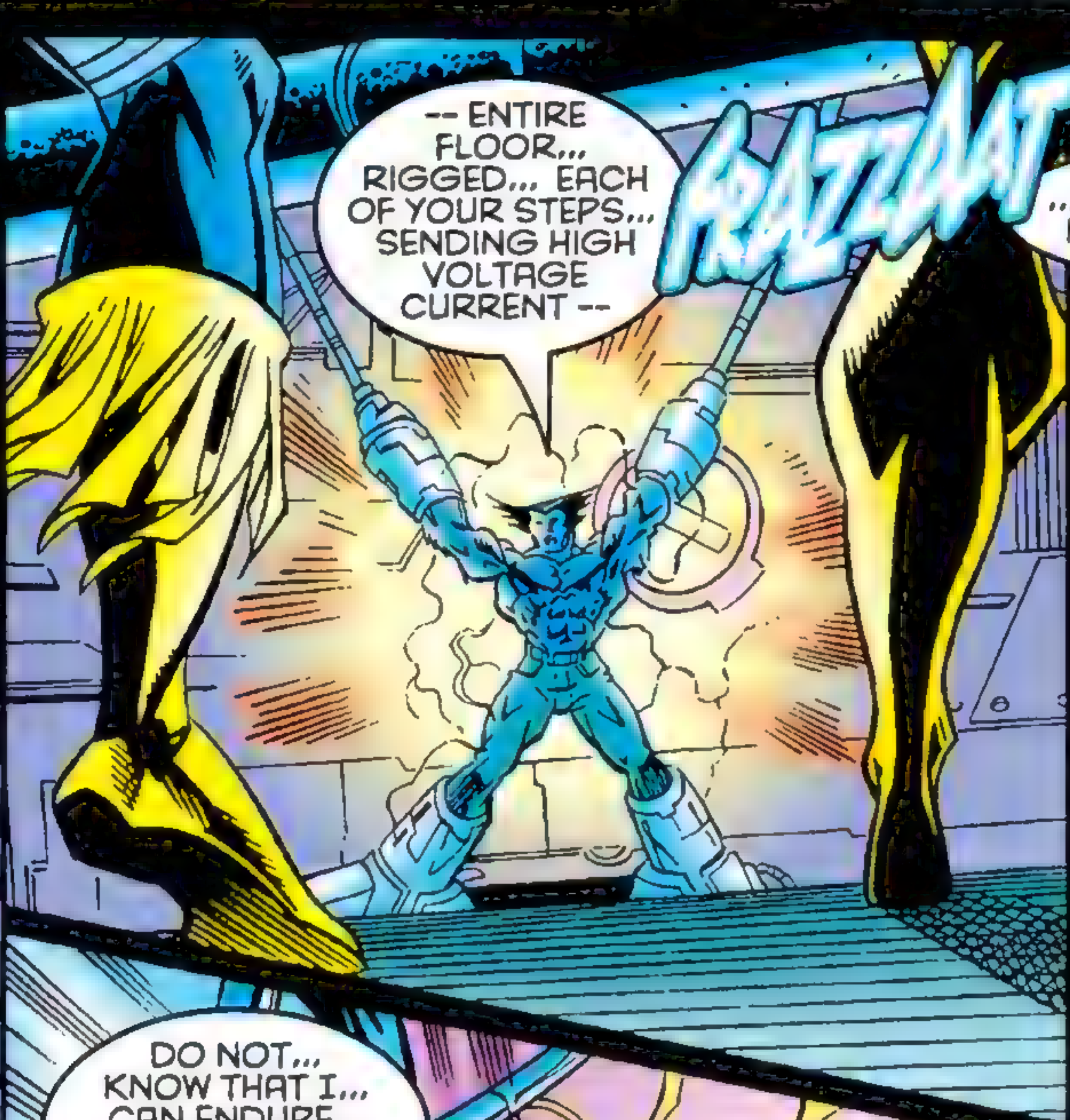
...**HERE!**



I'VE GOT YOUR BLUE-FURRED BUDDY'S SCENT, FORGE, BUT...

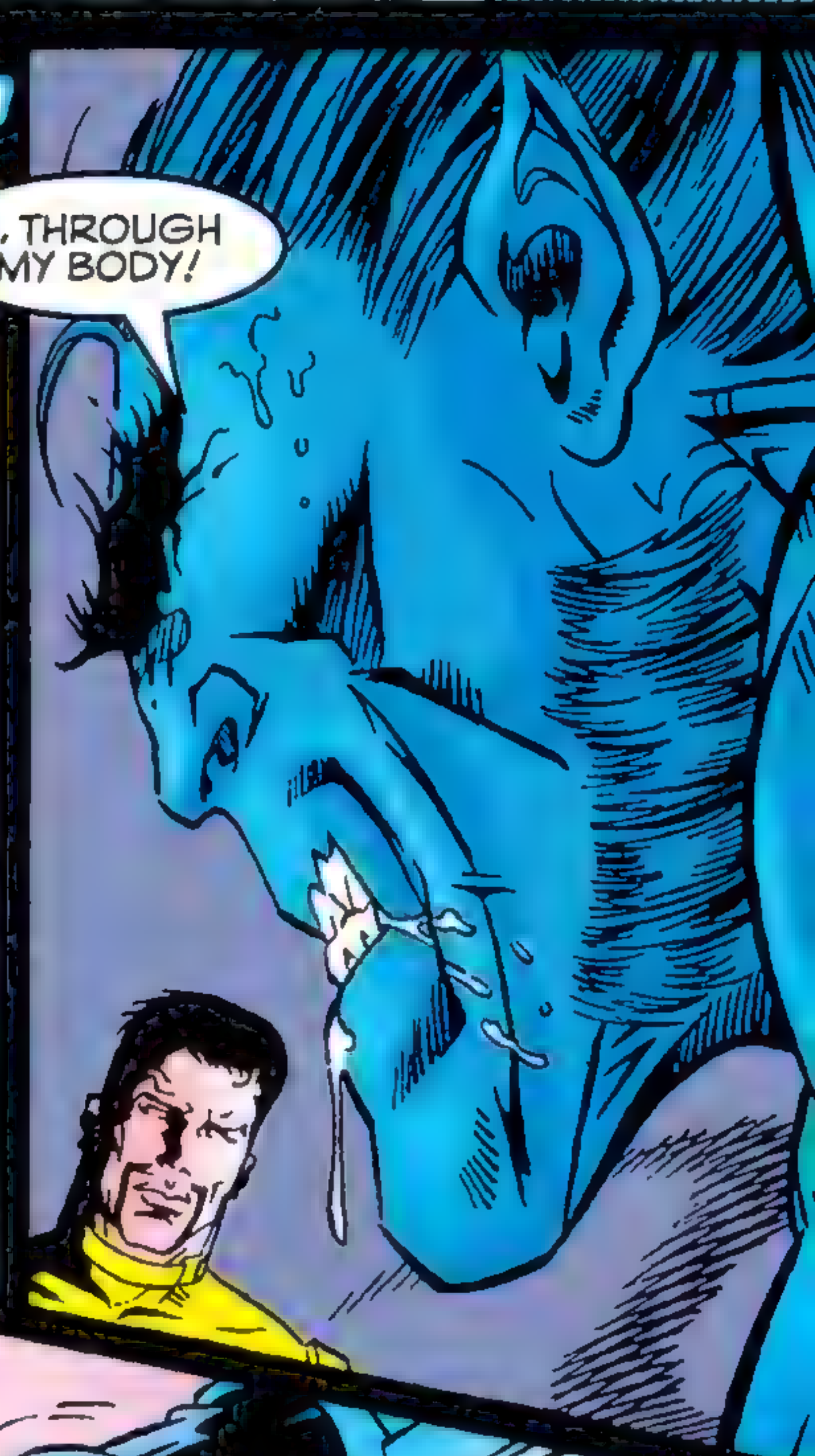


... I'D SAY HE'S MORE THAN JUST A LITTLE SINGED AROUND THE EDGES.

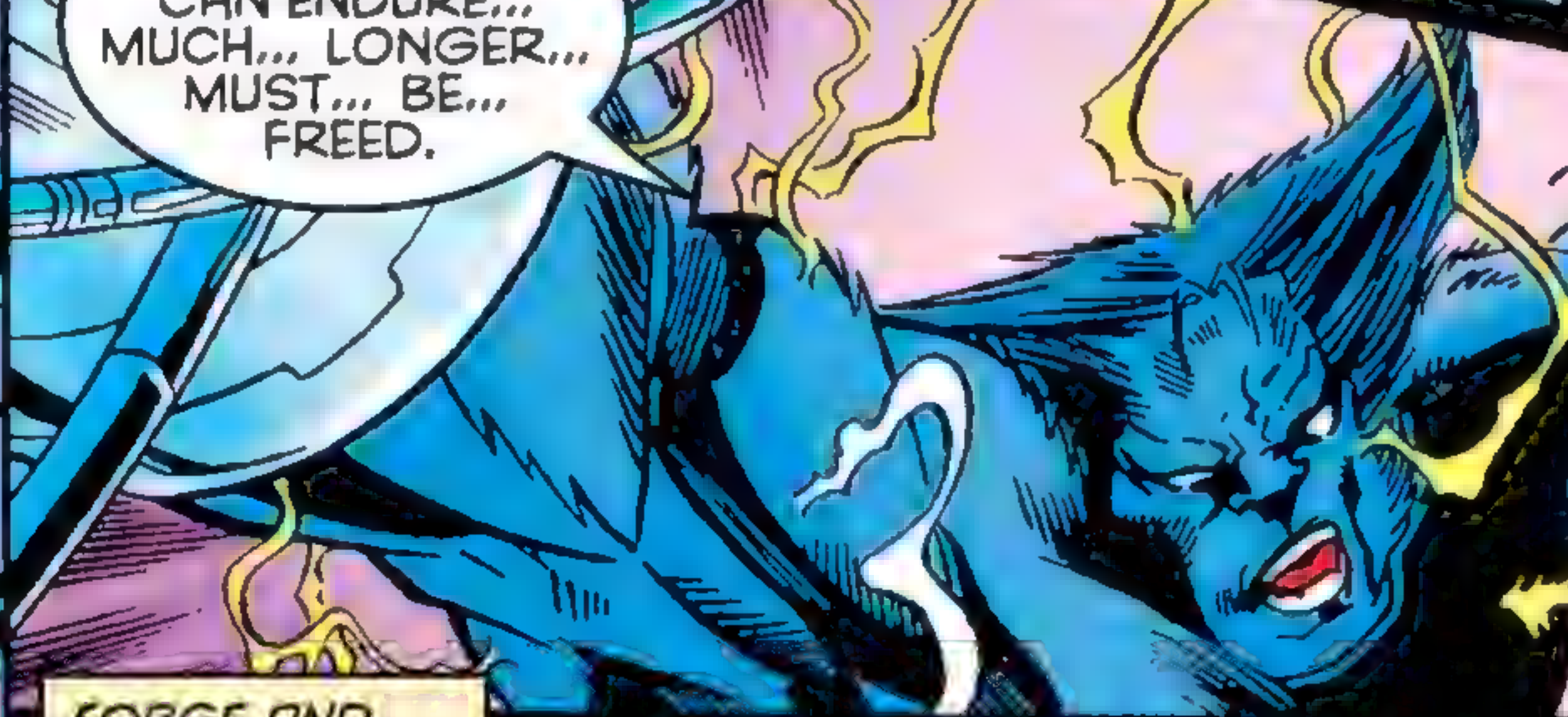


-- ENTIRE FLOOR... RIGGED... EACH OF YOUR STEPS... SENDING HIGH VOLTAGE CURRENT --

RAZZAAT



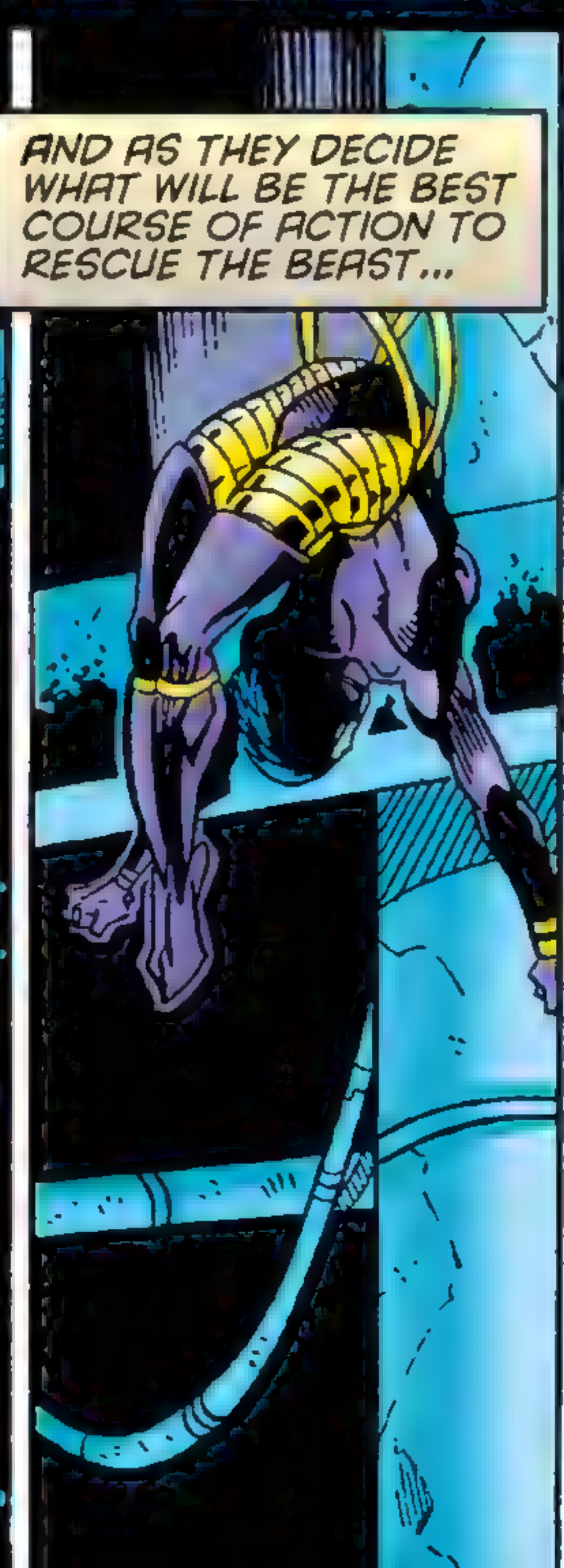
... THROUGH MY BODY!



DO NOT... KNOW THAT I... CAN ENDURE... MUCH... LONGER... MUST... BE... FREED.



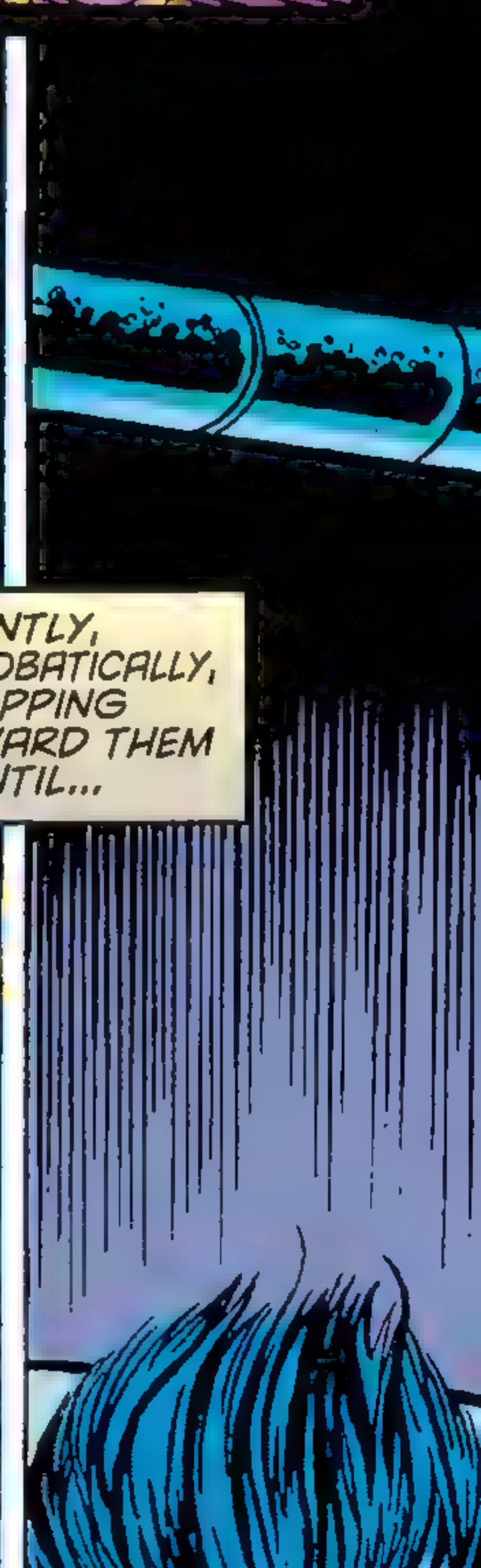
FORGE AND SABRETOOTH FREEZE IN PLACE.



AND AS THEY DECIDE WHAT WILL BE THE BEST COURSE OF ACTION TO RESCUE THE BEAST...



... A SHADOW SEPARATES FROM THE RAFTERS ABOVE.



SILENTLY, ACROBATICALY, DROPPING TOWARD THEM UNTIL...



FORGE! STAY BACK --

RAZZAAT



... FATALE, MUTANT ASSASSIN, STANDS READY TO KILL.

I WAS HOPING I'D GET THIS CHANCE, CREED.



I OWE YOU.



SURE YOU DO, FRAIL. NOW YOU COME AND SEE IF YOU CAN DO ANY WORSE THAN YOU DID IN BANGKOK.



MAN, SABA, IS THERE ANYONE WHO DOESN'T HAVE A GRUDGE AGAINST YOU FOR SOME PAST THING?

WILDCHILD? MYSTIQUE?

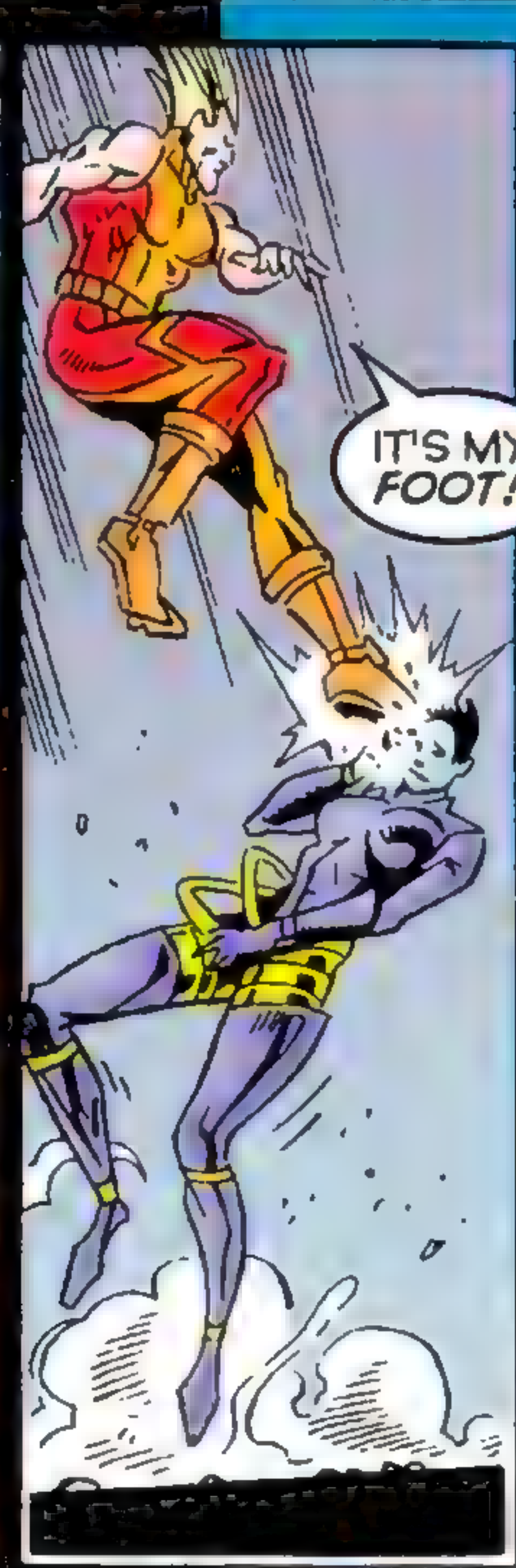
YEAH, PRETTY COOL, HUH?



WHO KNEW OL' RAVEN HAD IT IN HER?



CHECK IT OUT, FATALE. IT'S A BIRD! IT'S A PLANE! IT'S... IT'S...



IT'S MY FOOT!



VERY CLEVER, MYSTIQUE. YOUR INHIBITOR IMPLANT HINDERS YOU FROM TAKING THE FORM OF ANY CURRENT X-MAN, BUT YOU'VE MORPHED INTO ARCHANGEL'S OLD WINGS WHICH WERE NEVER DOWNLOADED.

THIS IS A SIDE OF YOUR POWERS I HAVE NEVER SEEN BEFORE, RAVEN. I AM IMPRESSED.

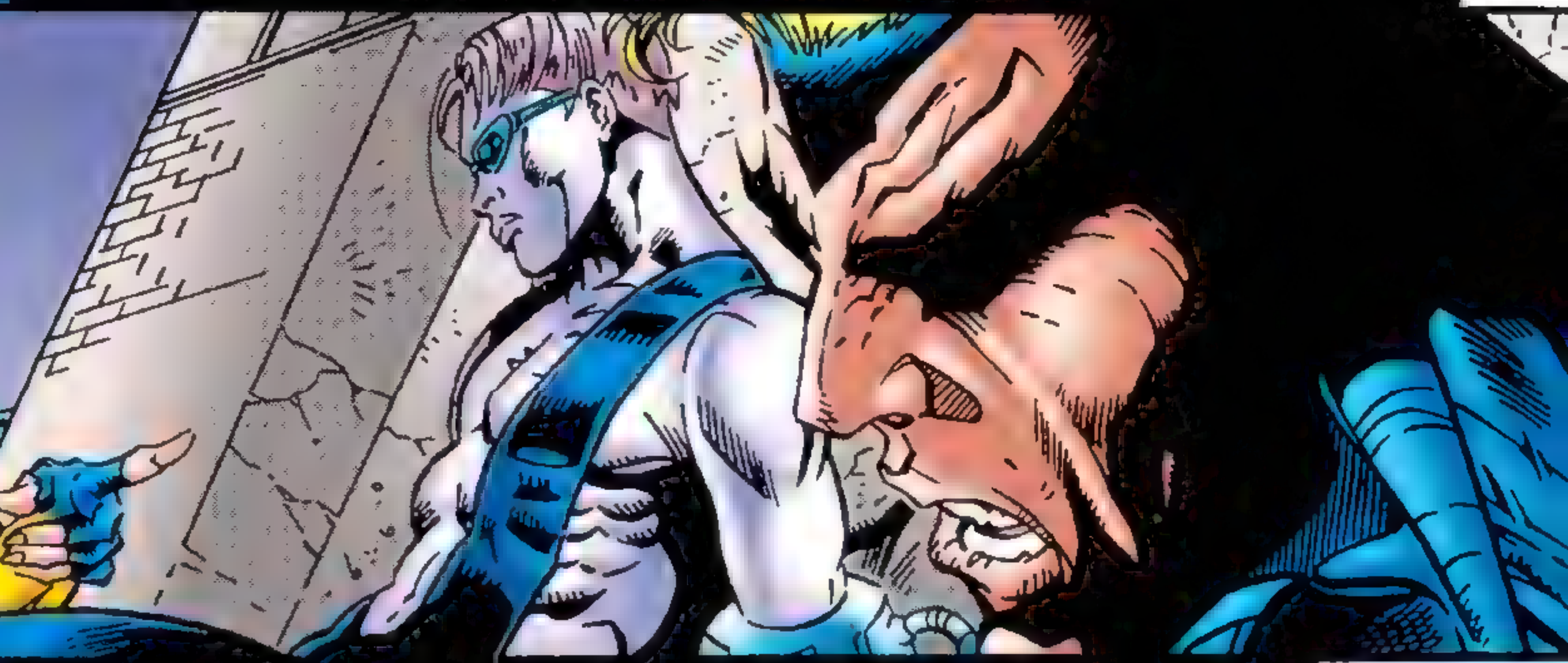
EXCUSE ME!

BUT IF YOU WOULD BE SO KIND, MY GENETICALLY GIFTED FELLOWS. I AM IN NEED OF YOUR AID.



MEANWHILE...

CAN'T BRING YOURSELF TO LOOK ME IN THE EYES -- CAN YOU?



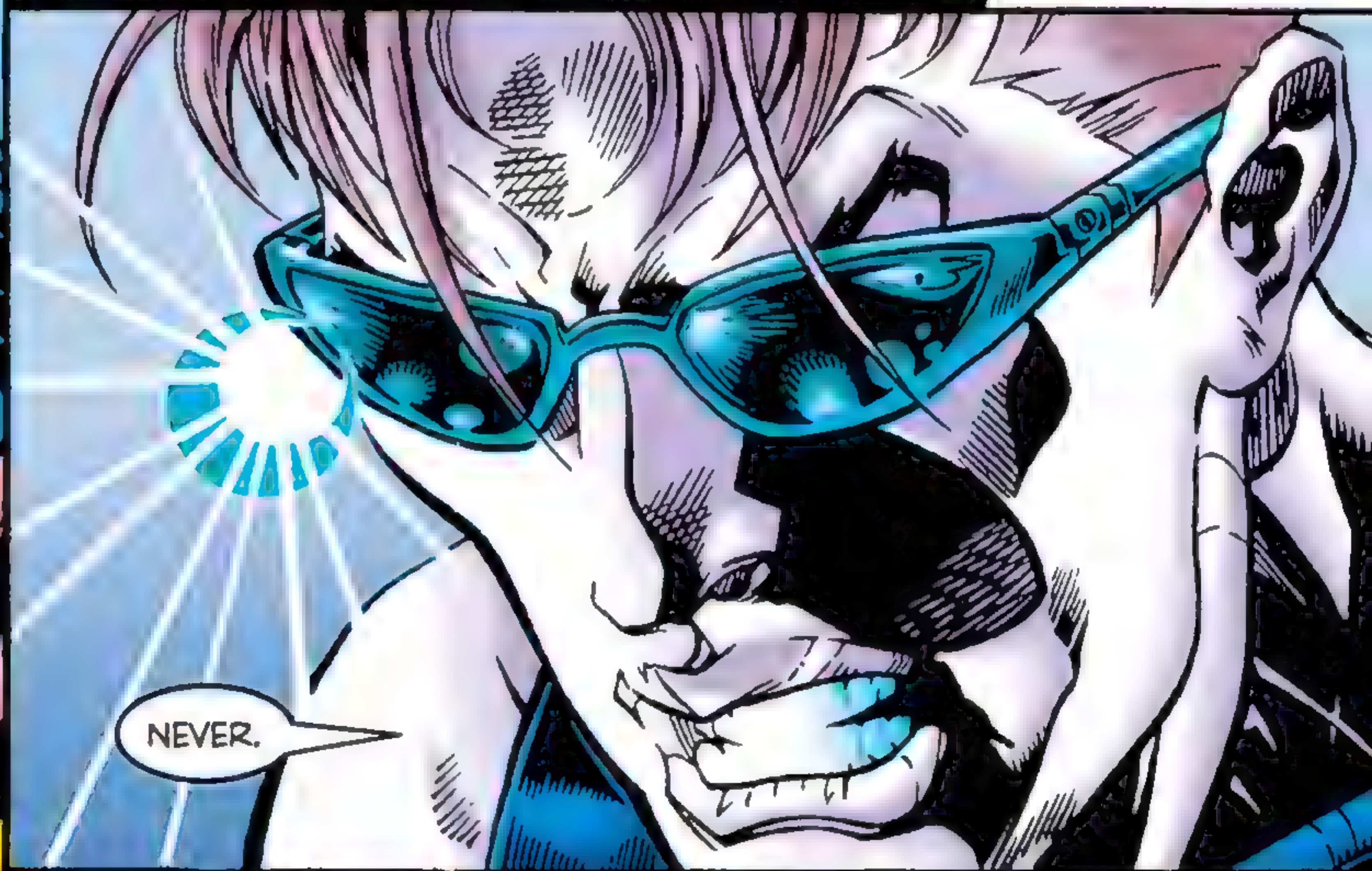
UH, POLARIS, I KNOW YOU'VE GOT SENIORITY IN THIS TIME PERIOD AND ALL, BUT, I WAS THINKING --

-- YOU MIGHT WANT TO MOVE A BIT AWAY FROM THE PRISONERS.

I'M FINE RIGHT WHERE I AM, SHARD.



YOU WOULDN'T HURT ME... WOULD YOU, RANDOM?



NEVER.



THAT IS... NO MORE THAN YOU ALREADY HAVE!

I NEVER WANTED TO DO THIS... ANY OF THIS... NOT TO YOU.

BUT MCCOY... HE'S THE ONLY PERSON WHO HAS EVER TAKEN CARE OF ME.

FOR AS LONG AS I REMEMBER, HE'S BEEN WORKING TO HELP ME CONTROL MY MUTANT POWERS... TO GIVE ME A CHANCE AT NORMALCY.

WITHOUT HIM I WOULD BE NOTHING MORE THAN A PILE OF FORMLESS GUNK.

HE HELPED CREATE THE RANDOM IDENTITY, GAVE ME A LIFE. AND I REALLY DIDN'T THINK ANYTHING HE ASKED ME TO DO WAS SO BAD.

MAYBE I WAS STUPID TO HAVE TRUSTED HIM, BUT HE'S THE CLOSEST THING TO A FATHER I'VE EVER KNOWN. I REALLY HAD NO CHOICE IN THIS AT ALL.

BUT THAT'S THE THING WITH MCCOY. HE NEVER MAKES YOU DO ANYTHING YOU REALLY DON'T WANT TO DO.

THAT'S WHY YOU'VE GOT TO WATCH IT WITH ALEX, LORNA.

SURE MCCOY PLAYED AROUND WITH HIS HEAD A LITTLE BIT, BUT NONE OF IT WOULD HAVE TAKEN UNLESS HE'D KEYED INTO SOMETHING THAT WAS ALREADY THERE.

BE CAREFUL -- DESPITE EVERYTHING -- DESPITE WHAT HAS HAPPENED -- DESPITE WHAT YOU THINK -- I STILL DON'T WANT YOU TO BE HURT.

I'D RATHER DIE.

I LOVE YOU, LORNA. ALWAYS HAVE.

LOVE?

SPARE ME.

I FEEL SORRY FOR YOU -- FOR ALL THAT MCCOY'S DONE TO YOU, BUT...

... I WILL NEVER FORGIVE YOU FOR WHAT YOU'VE DONE TO US.

WHAT ABOUT ME?

INSIDE...

IT'S AS IF
A PROLONGED
AND BALEFUL
NIGHTMARE HAS
FINALLY COME
TO AN END,
FORGE.

FOR THIS
I WILL BE
ETERNALLY
IN YOUR
DEBT.

ALL
PASSAGE OF TIME
IS BUT A BLUR BROKEN
ONLY BY THE INTERMITTENT
APPEARANCES OF THE IMPOSTER
AS HE INFLICTED NEW, AND MORE
DEVIOUS, TORTURES
UPON ME.

NOW
THE NIGHTMARE
HAS ENDED AND I
AM ONCE AGAIN
FREE.

FREE TO
JOIN MY FELLOW
X-MEN IN THE
BATTLE AGAINST
ONSLAUGHT.

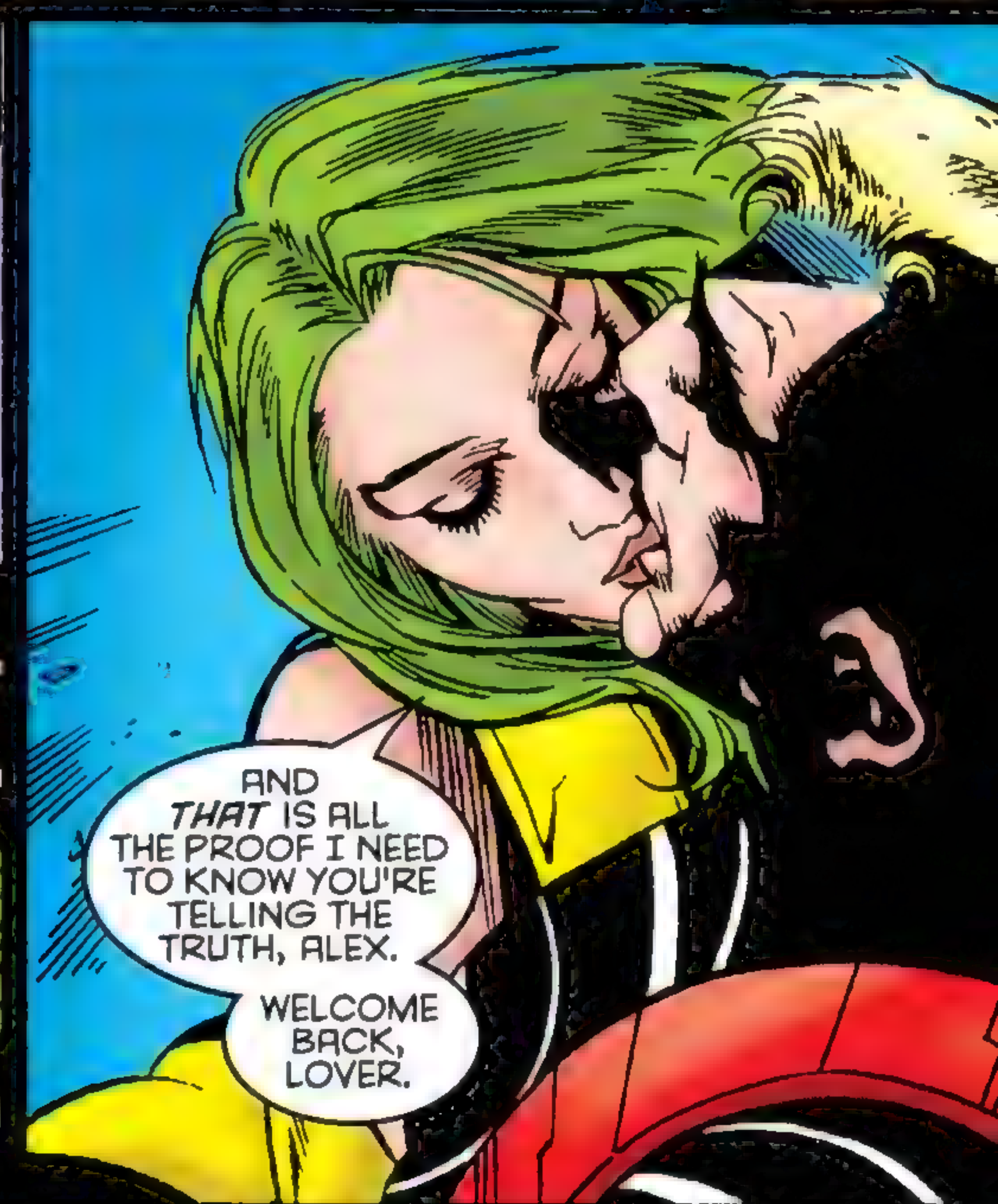
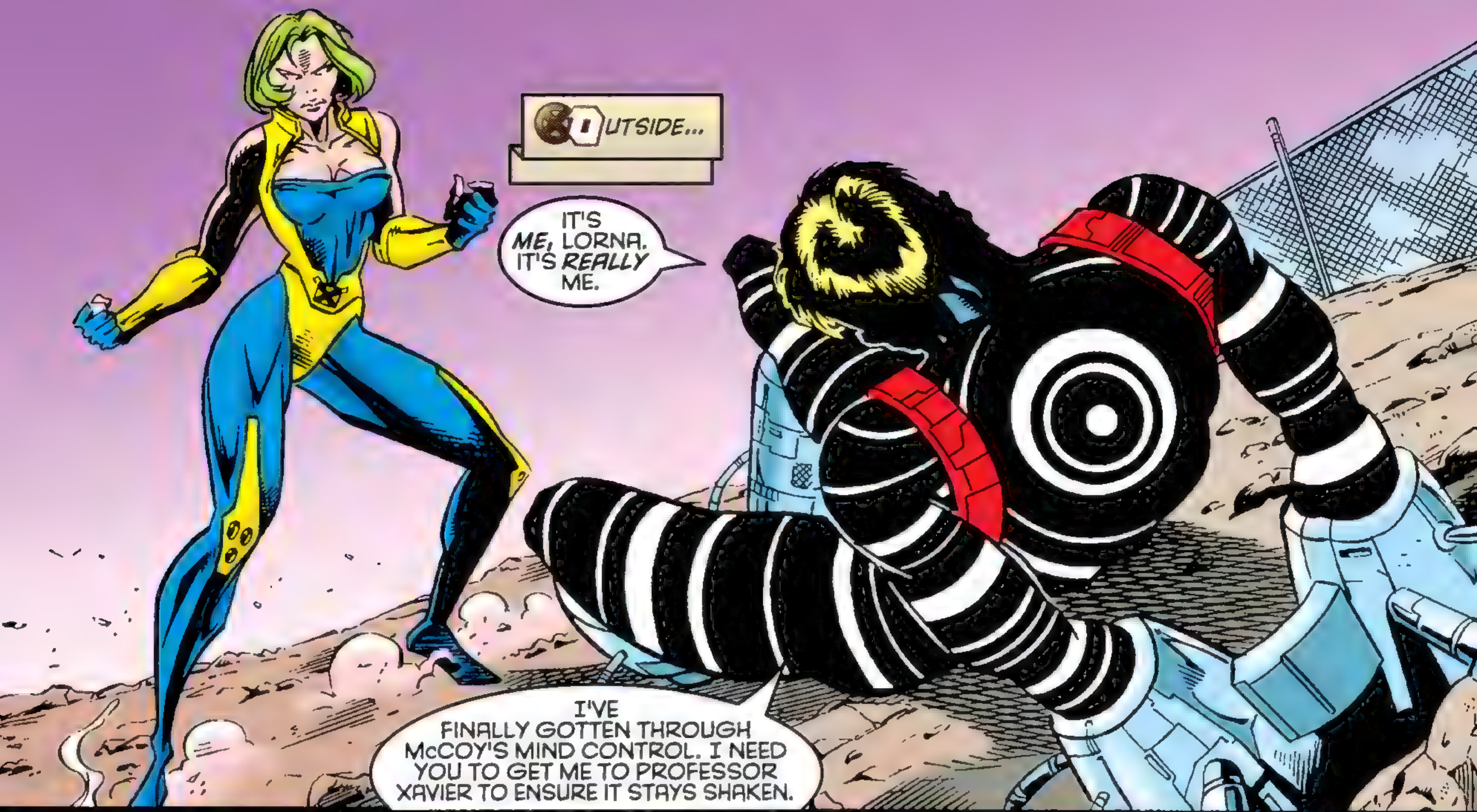
WITH
YOUR PERMISSION,
FORGE, I WOULD
JOIN THEM IN ALL
DUE HASTE.

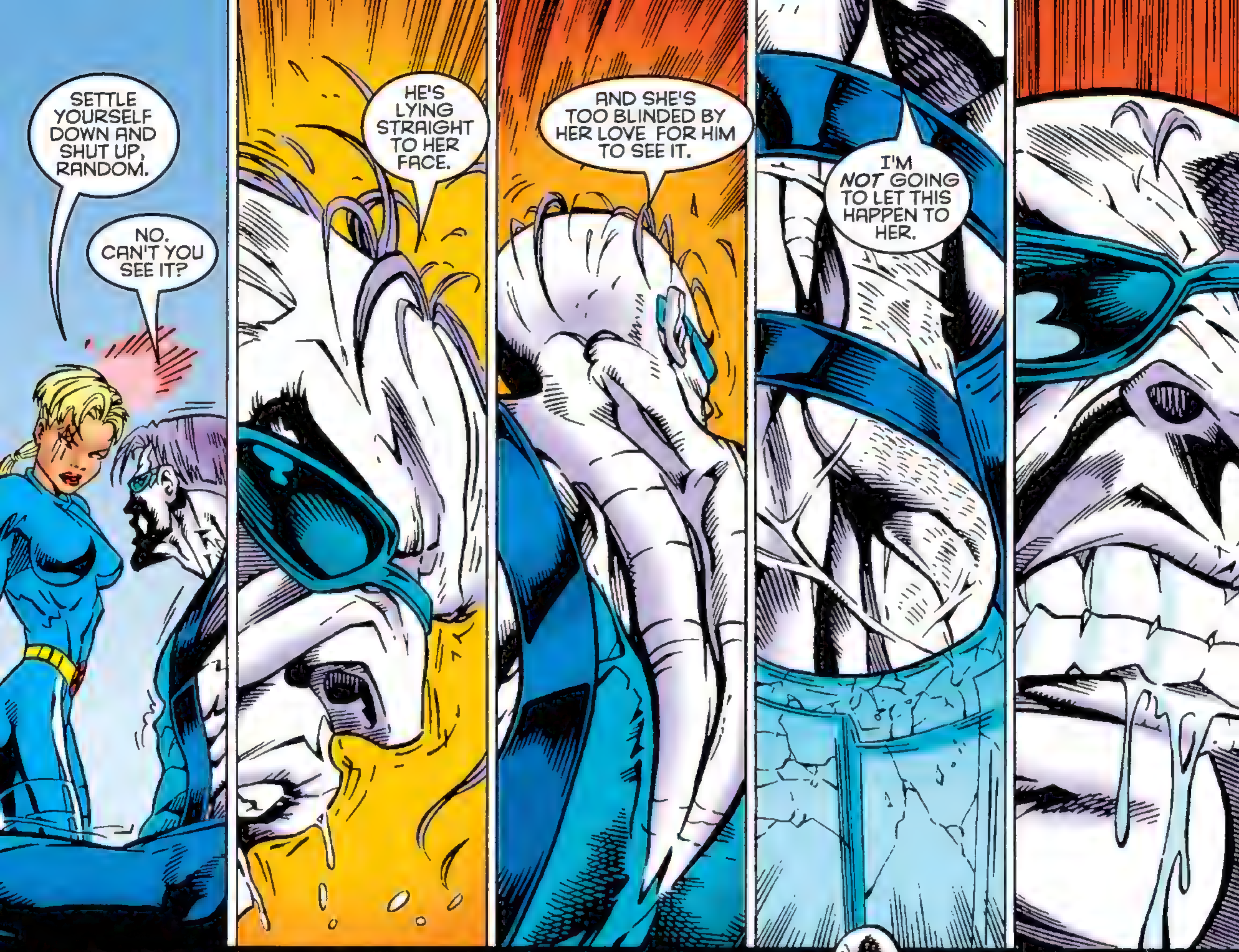
LEST THE
CHARLATAN
ONCE MORE
INSINUATES HIMSELF
AMONGST MY
COMRADES.

HOLD IT
RIGHT THERE...
MCCOY!









SETTLE YOURSELF DOWN AND SHUT UP, RANDOM.

NO. CAN'T YOU SEE IT?

HE'S LYING STRAIGHT TO HER FACE.

AND SHE'S TOO BLINDED BY HER LOVE FOR HIM TO SEE IT.

I'M NOT GOING TO LET THIS HAPPEN TO HER.

NOT BY HAVOK!

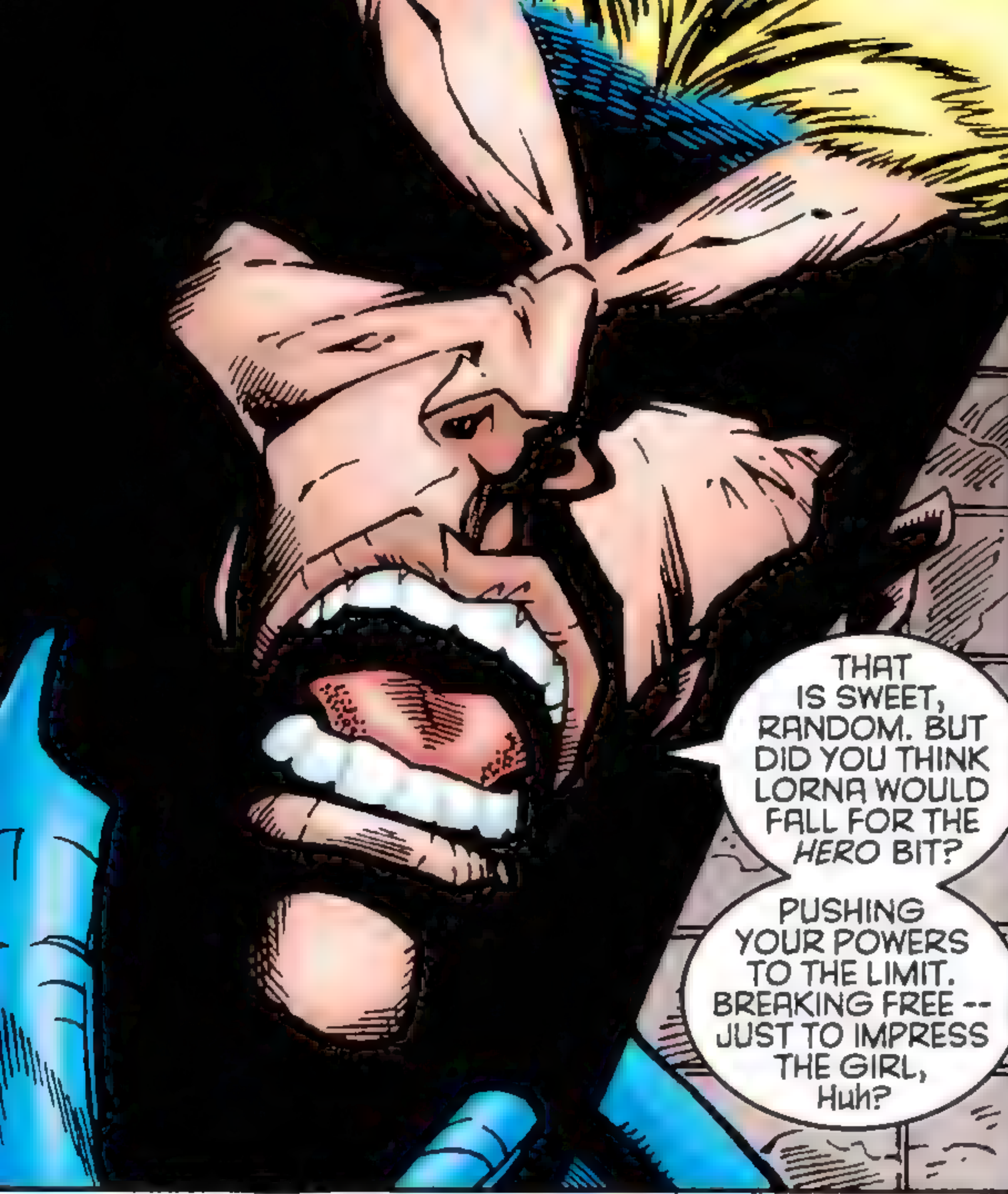
BACK AWAY FROM HIM, POLARIS.

NOW!

I WON'T LET HIM HURT YOU AGAIN!

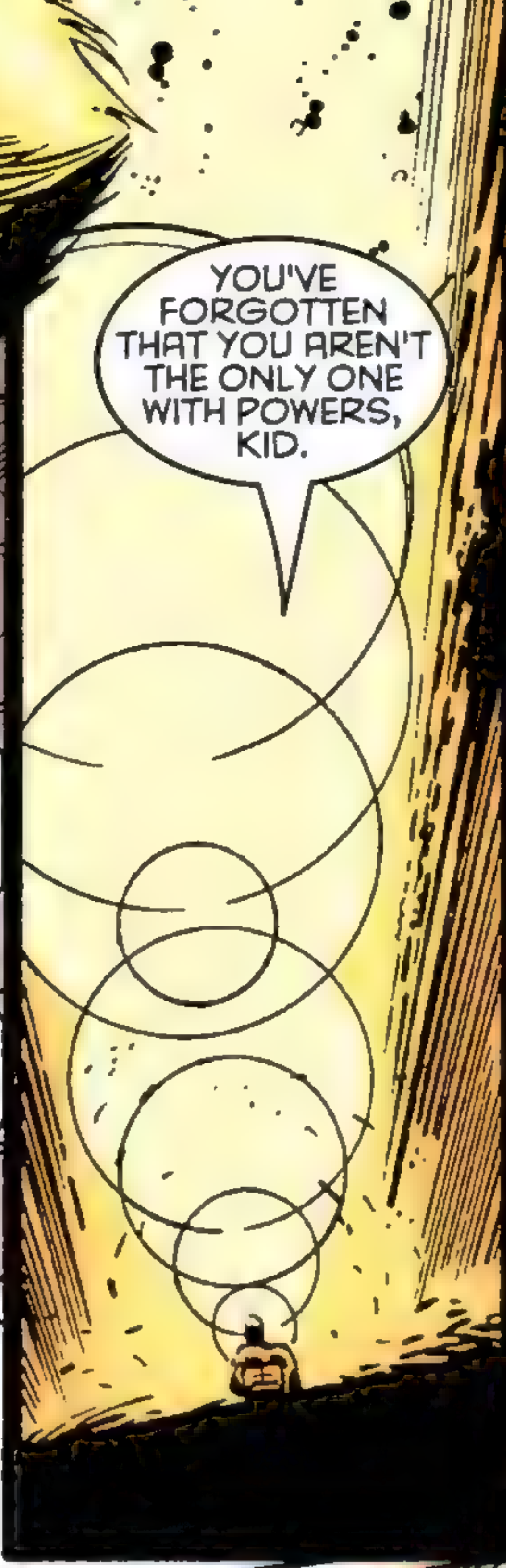
PILOOM

PILOOM



THAT IS SWEET, RANDOM. BUT DID YOU THINK LORNA WOULD FALL FOR THE HERO BIT?

PUSHING YOUR POWERS TO THE LIMIT. BREAKING FREE -- JUST TO IMPRESS THE GIRL, HUH?



YOU'VE FORGOTTEN THAT YOU AREN'T THE ONLY ONE WITH POWERS, KID.



McCOY BOOSTED **MINE** AS WELL.

SO HOW'S ABOUT YOU AND I FINISH OFF WHAT WE STARTED DOWN IN VIRGINIA?

I OWE YOU FOR TURNING ME OVER TO McCOY.

THOUGH IN SOME WAYS YOU DID ME A FAVOR. McCOY DID HELP TO OPEN MY EYES. HELPED ME TO SEE WHAT IS REALLY IMPORTANT.

ANYWAY... IT'S **PAYBACK** TIME.



WHAT'S HAPPENING?!

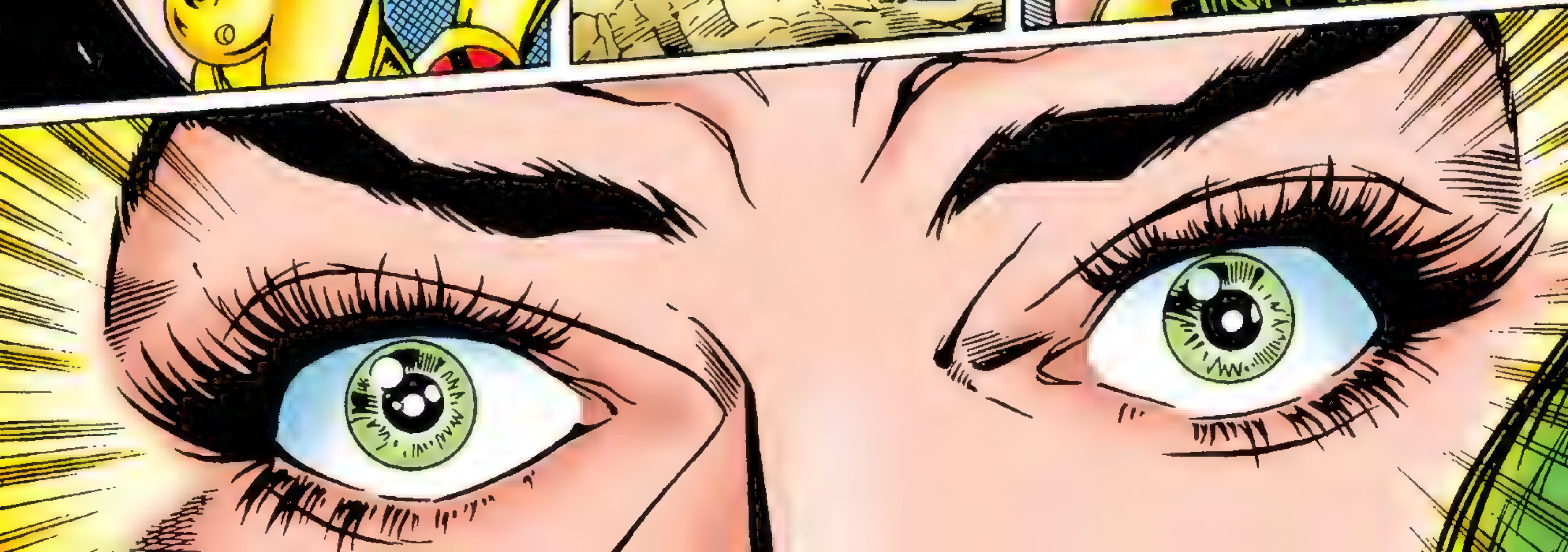
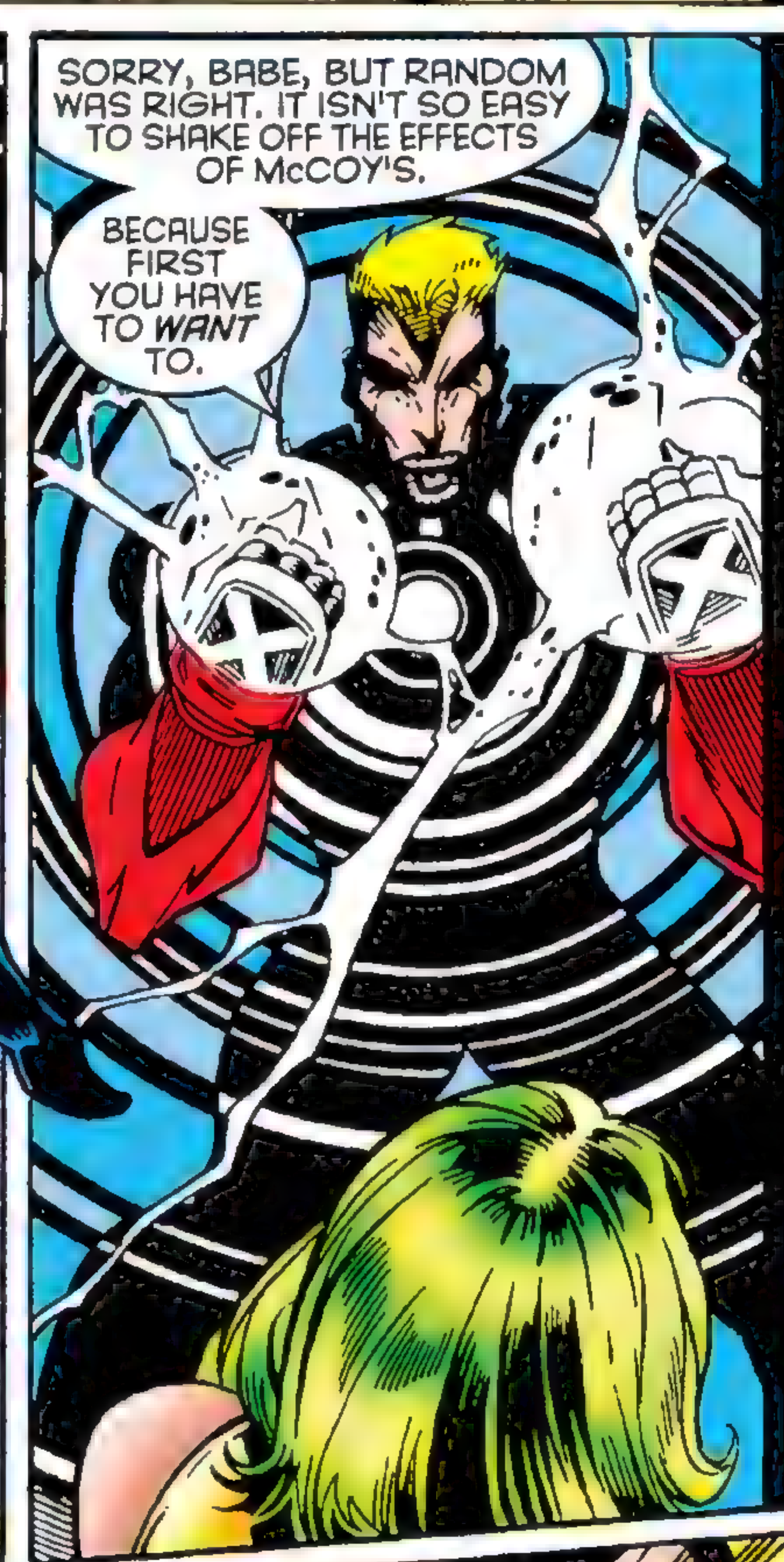
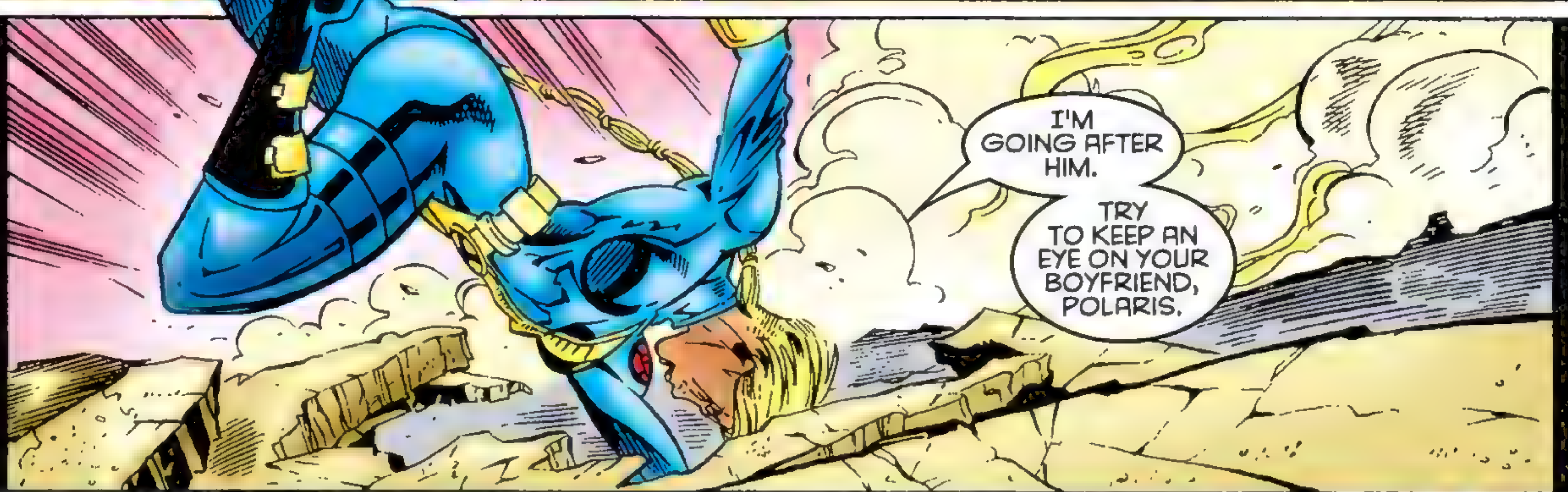
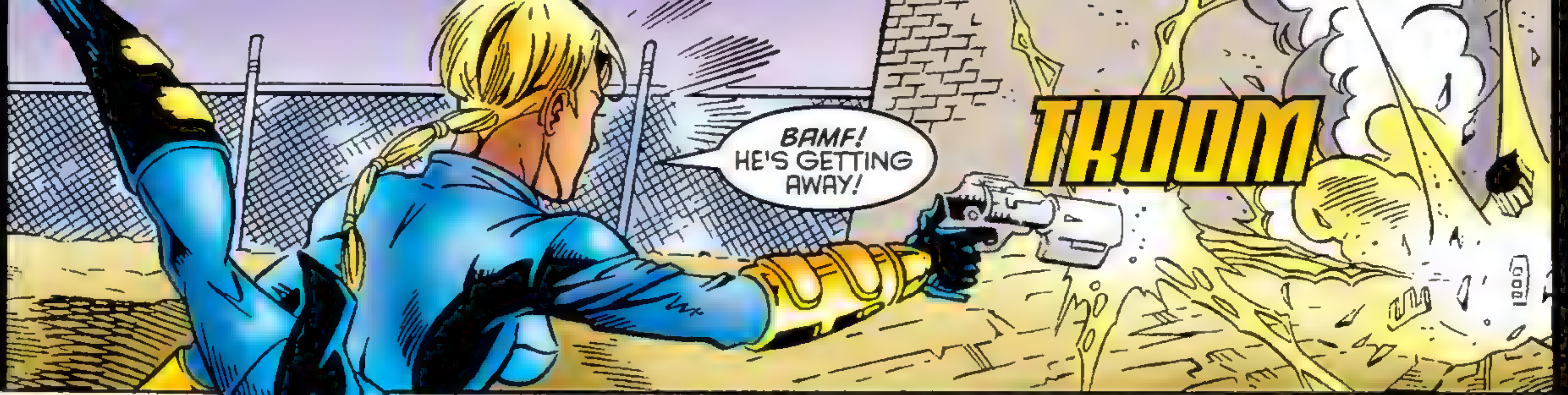
MY MUTANT POWER TO RANDOMLY DEFLECT ANY MUTANT POWERS THROWN AT ME ISN'T WORKING.

THE HEAT... TOO INTENSE...

WHY IS THIS HAPPENING?! McCOY!

HELLP
MEEEE







INSIDE...

DO IT, FORGE.

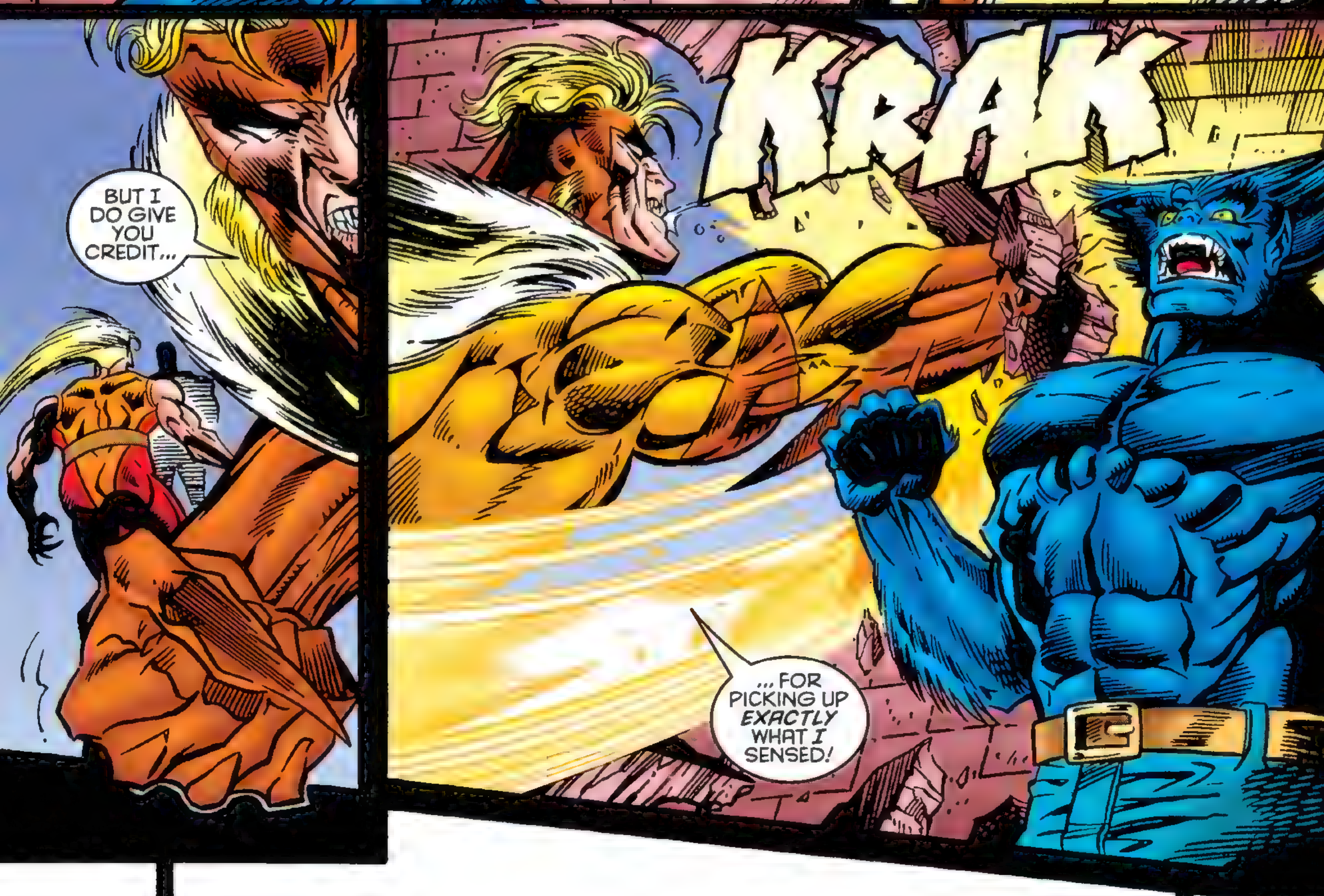
BACK AWAY, WILDCILD!

I DON'T KNOW WHY YOU'RE SIDING WITH SABRE-TOOTH, BUT --

C'MON, FORGE, THEY LOOK LIKE THEY CAME FROM THE SAME LITTER. THEY'RE PROBABLY RELATED.



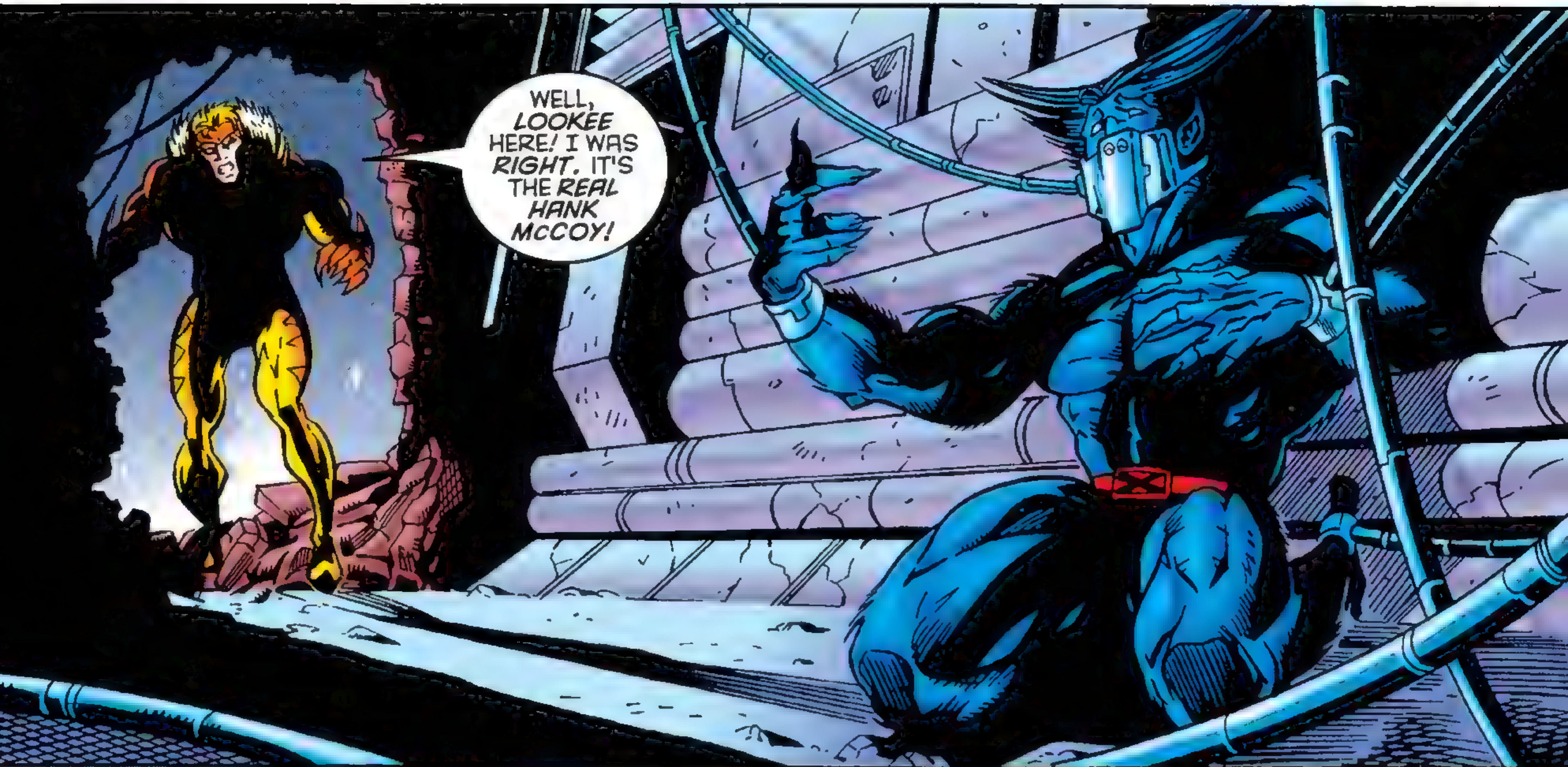
I DON'T NEED YOUR HELP, WILDBOY. STUFF YOUR HEROICS.



BUT I DO GIVE YOU CREDIT...

KRAK

... FOR PICKING UP EXACTLY WHAT I SENSED!



WELL,
LOOKEE
HERE! I WAS
RIGHT. IT'S
THE REAL
HANK
MCCOY!



→KAFF←
CREED →KOFF←
I NEVER THOUGHT
YOU'D BE COMING
TO MY RESCUE, BUT...
YOU HAVE MY
GRATITUDE.



IN A LAST ATTEMPT TO
SUPERSEDE ME, THE
IMPOSTER FINALLY
HOPED TO CAUSE MY
DEMISE BY CUTTING
OFF MY OXYGEN
SUPPLY.



WHY
ARE YOU
LOOKING
AT ME LIKE
THAT?

FORGE?



CAN
YOU NOT *SEE*
THROUGH SUCH
A *SIMPLISTIC*
DECEPTION?

NO...
I GUESS
I CAN'T. BUT
SABRETOOTH
CAN!

*STARS
AND GARTERS,
MAN! USE THE
BRAIN WITH WHICH
YOU WERE BLESSED!*
I'M THE REAL
MCCOY, HE'S THE
IMPOSTER!



STARS
AND
GARTERS --
INDEED!

YOU
MAY
KIDNAP
ME.

YOU MAY
BAMBOOZLE
MY FRIENDS.

YOU
MAY EVEN
TRY TO
KILL ME,
BUT...

... WHEN
YOU STEAL
AN IDIOM WHICH
I WORKED SO
HARD TO
COIN...

... YOU
HAVE
STEPPED
WAY
OVER THE
LINE!

IF THAT
DOESN'T
PROVE I'M
THE GENUINE
BEAST...

... MAYBE
THIS
WILL!

FWAM

WELL, MY
FRIENDS...

... DOES
ANYONE
WANT TO
TELL ME
WHAT I'VE
MISSED?

SHORT TIME LATER...

I CAN'T BELIEVE THIS IS HAPPENING. I LEFT HER ALONE WITH HAVOK FOR ONLY A SECOND.

HE TRICKED US BOTH. AFTER ALL MY TIME AS A COMMANDING OFFICE IN THE XSE, I SHOULD HAVE SEEN THIS COMING.

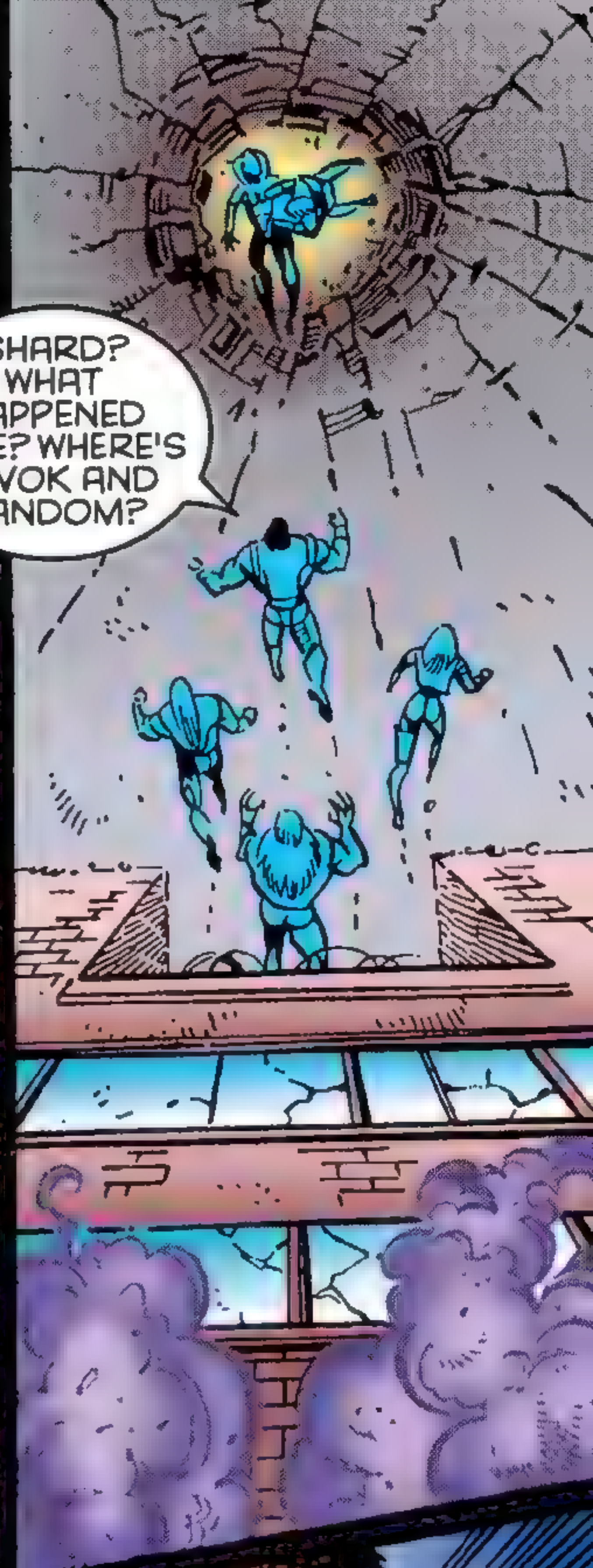
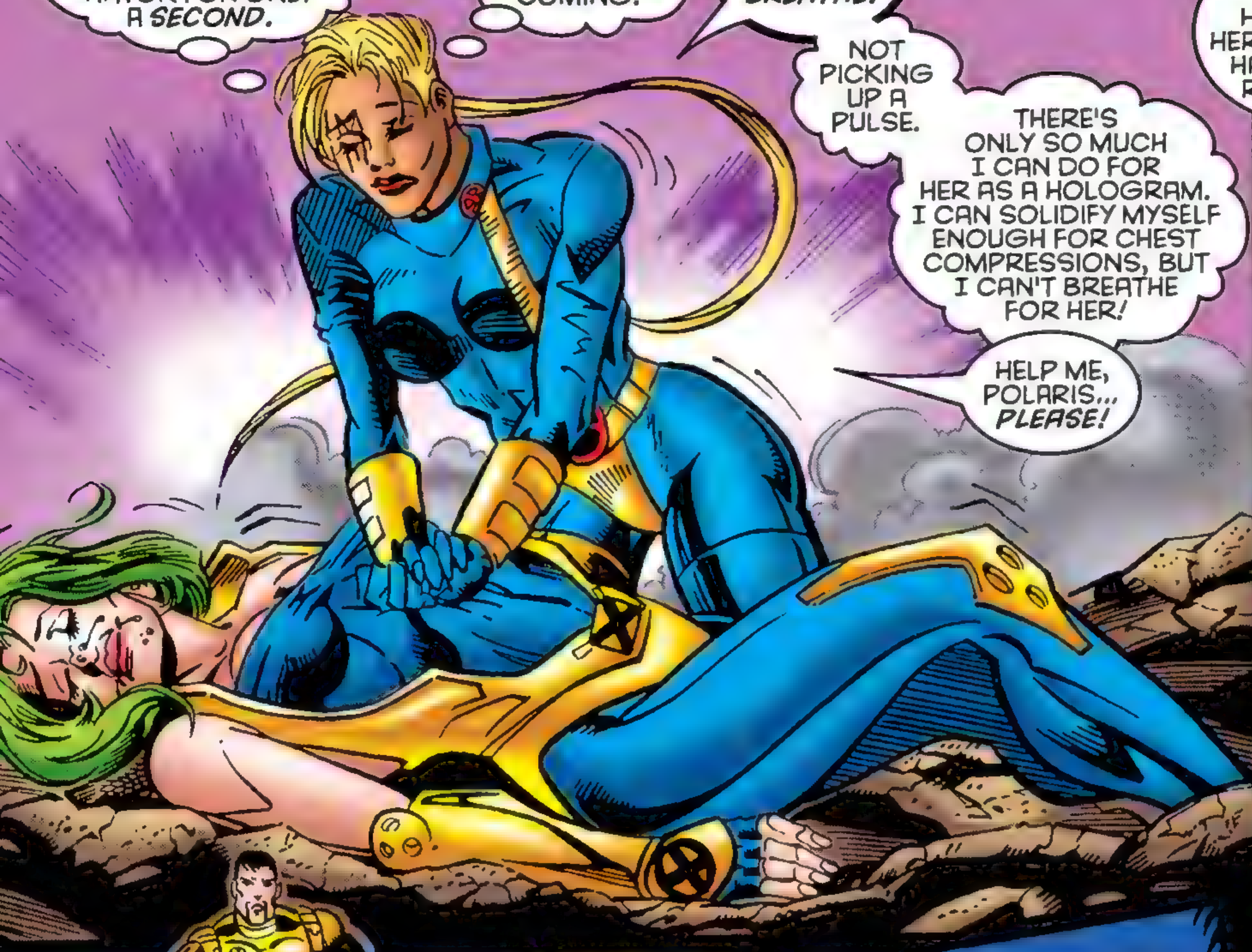
C'MON, FIGHT, POLARIS! BREATHE!

NOT PICKING UP A PULSE.

THERE'S ONLY SO MUCH I CAN DO FOR HER AS A HOLOGRAM. I CAN SOLIDIFY MYSELF ENOUGH FOR CHEST COMPRESSIONS, BUT I CAN'T BREATHE FOR HER!

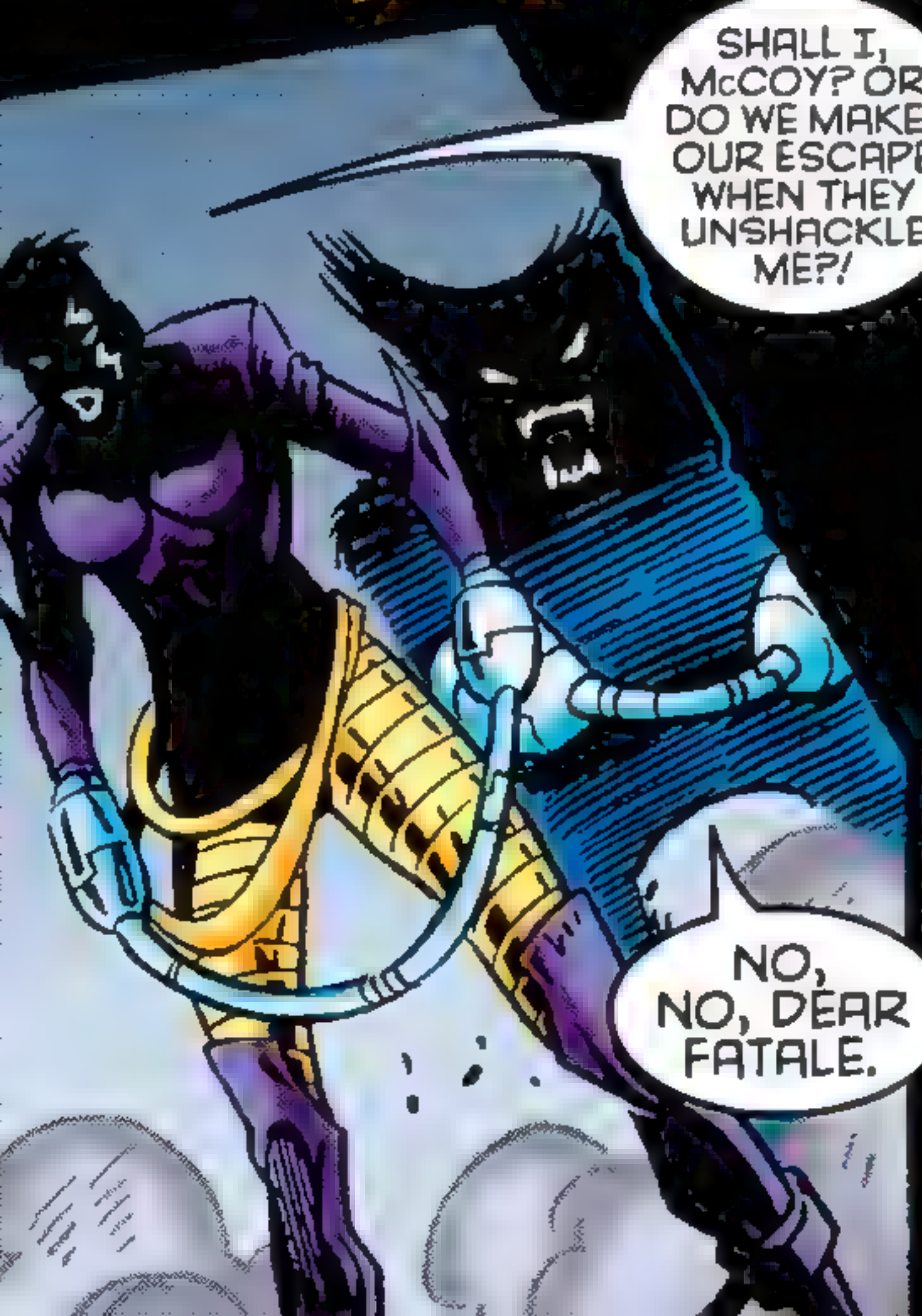
HELP ME, POLARIS... PLEASE!

SHARD? WHAT HAPPENED HERE? WHERE'S HAVOK AND RANDOM?



THEY'RE GONE! AND LORNA WILL BE, TOO, IF WE DON'T GET HER TO A HOSPITAL FAST!

FATALE, YOU'RE GOING TO TELEPORT US TO THE NEAREST HOSPITAL NOW.



SHALL I, McCOY? OR DO WE MAKE OUR ESCAPE WHEN THEY UNSHACKLE ME?

NO, NO, DEAR FATALE.

LET'S HELP THEM IN THEIR LITTLE QUANDARY. WE'LL SAVE POLARIS.

THEY WILL FOREVER BE INDEBTED TO US.

AND WE'LL BIDE OUR TIME AS THEIR PRISONERS.

AFTER ALL, TIME IS ON OUR SIDE. THIS IS EXACTLY WHERE I WANT US TO BE.



Writer: Todd DeZago | Penciler: Mike DeDino | Inker: Richard Case
Editor: Gregory Wright | Publisher: Marvel | Cover: Howard Starkings | Comicraft
Assistant Editor: Mark Bernando | Color: Ralph Macchio

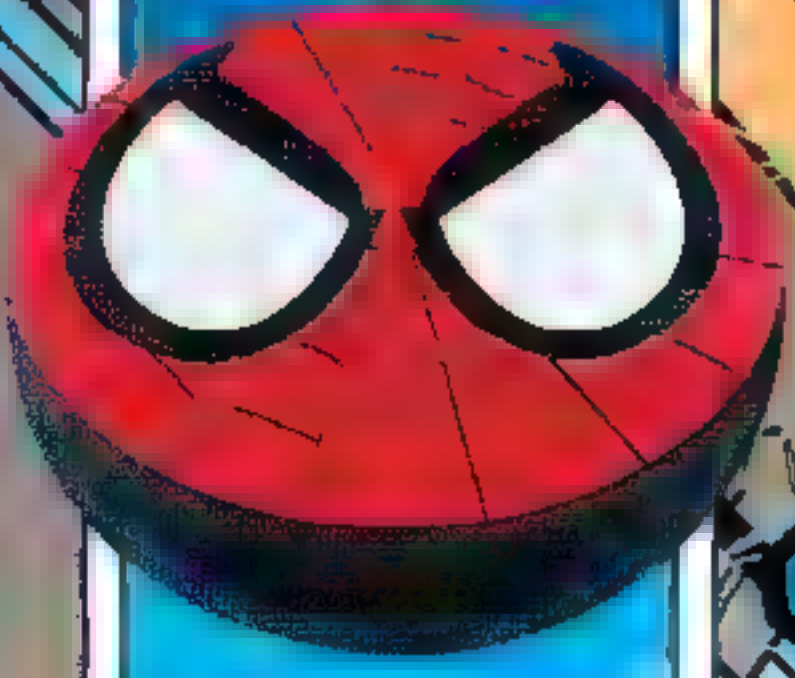
Spider-sense going
BLOOEY! What's
happening --?!

My god ---!

NEXT: IN AMAZING #415: **ONSLAUGHT!**

NEXT: IN SENSATIONAL #9: **SWARM!**

MARVEL
COMICS



SPIDER-MAN

SEP '96 415

THE AMAZING

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MAXIMUM
IMPACT 2

THE
SENTINELS
TAKE
MANHATTAN!

GLENN MAHLSTEDT



HE CALLS HIMSELF
PETER PARKER,
AND HE'S BEEN HAVING
A REALLY BAAAD WEEK.

IF YOU WANT TO GET
TECHNICAL, HIS REAL
PROBLEMS STARTED A
FEW MONTHS AGO WHEN...

...HIS WIFE BECAME
PREGNANT.

HIS BELOVED AUNT
MAY PASSED AWAY.

TESTS PROVED THAT HE
WAS ACTUALLY THE CLONE
OF THE ORIGINAL PARKER
(AND THE REAL SPIDER-MAN.)

AND FINALLY, HE
LOST HIS OWN
SPIDER-POWERS.

AND THIS WEEK
HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH
EXPERIENCE HERALDED THE
UNEXPECTED RETURN OF HIS
SPIDER-POWERS -- THOUGH
THOSE POWERS HAVE PROVEN
ERRATIC AND UNRELIABLE.

WHEW! YOU CAN EASILY
IMAGINE THE POOR GUY'S
RELIEF TO CHECK OUT OF
THE HOSPITAL AND HEAD
FOR HOME.

AFTER ALL HE'S SUFFERED,
HE FIGURES THE WORST
MUST BE BEHIND HIM.

HE BELIEVES HE'S
FINALLY SAFE.

MAN, IS HE
WRONG!

STAN LEE
PRESENTS:
A TALE OF
TRAGEDY AND
TRIUMPH:

SPIDER-GED

WRITTEN BY:
TOM DEFALCO

PENCILLED BY:
MARK BAGLEY

INKED BY:

LARRY MAHLSTEDT & AL MILGROM

LETTERED BY:
RS&COMICRAFT

COLORS BY:
BOB SHAREN

ENHANCED BY:
MALIBU

EDITED BY:

RALPH MACCHIO

OVERSEEN BY:
BOB HARRAS

BY ORDER OF
ONSLAUGHT, THIS
CITY IS UNDER
MARTIAL LAW!

AND STARRING:
**THE AMAZING
SPIDER-MAN!**

ALL MUTANTS AND
ENHANCED HUMANS
ARE HEREBY
COMMANDED TO
SURRENDER --

-- OR SUFFER
IMMEDIATE
TERMINATION!

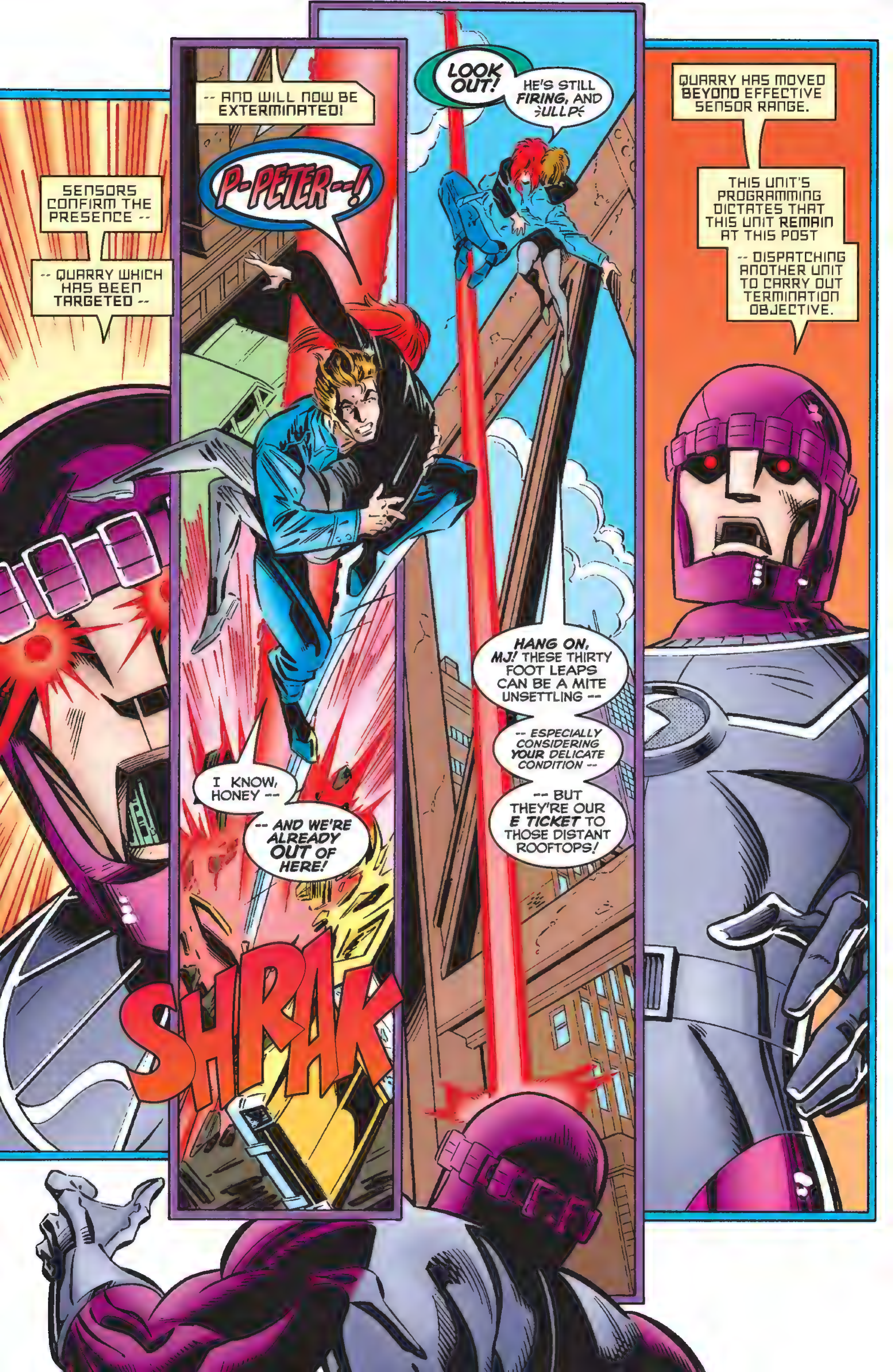
GET OUT
OF THE CAB,
MARY JANE!
WE CAN'T STAY
HERE!

A GIANT
SENTINEL IS
BLOCKING THE
59TH STREET
BRIDGE!

W-WHO
OR WHAT IS
ONSLAUGHT?!

DON'T
KNOW! DON'T
CARE!

YOUR
SAFETY IS
MY ONLY
CONCERN!



SENSORS
CONFIRM THE
PRESENCE --

-- QUARRY WHICH
HAS BEEN
TARGETED --

-- AND WILL NOW BE
EXTERMINATED!

PETER--!

**LOOK
OUT!**

HE'S STILL
FIRING, AND
SULLY

QUARRY HAS MOVED
BEYOND EFFECTIVE
SENSOR RANGE.

THIS UNIT'S
PROGRAMMING
DICTATES THAT
THIS UNIT REMAIN
AT THIS POST

-- DISPATCHING
ANOTHER UNIT
TO CARRY OUT
TERMINATION
OBJECTIVE.

I KNOW,
HONEY --

-- AND WE'RE
ALREADY
OUT OF
HERE!

HANG ON,
MJ! THESE THIRTY
FOOT LEAPS
CAN BE A MITE
UNSETTLING --

-- ESPECIALLY
CONSIDERING
YOUR DELICATE
CONDITION --

-- BUT
THEY'RE OUR
E TICKET TO
THOSE DISTANT
ROOFTOPS!

SHRAK



S-SORRY
I PANICKED!

YOU THINK
ANYBODY
CAUGHT YOUR
NAME --

-- OR
GOT A GOOD
LOOK AT
US?!

NOT A
CHANCE!

THEY
WERE TOO
BUSY RUNNING
FOR COVER!

WHAT IS
THIS?!



THE
NEIGHBOR-
HOOD'S SWARMING
WITH **ROBO-
CREEPS!**

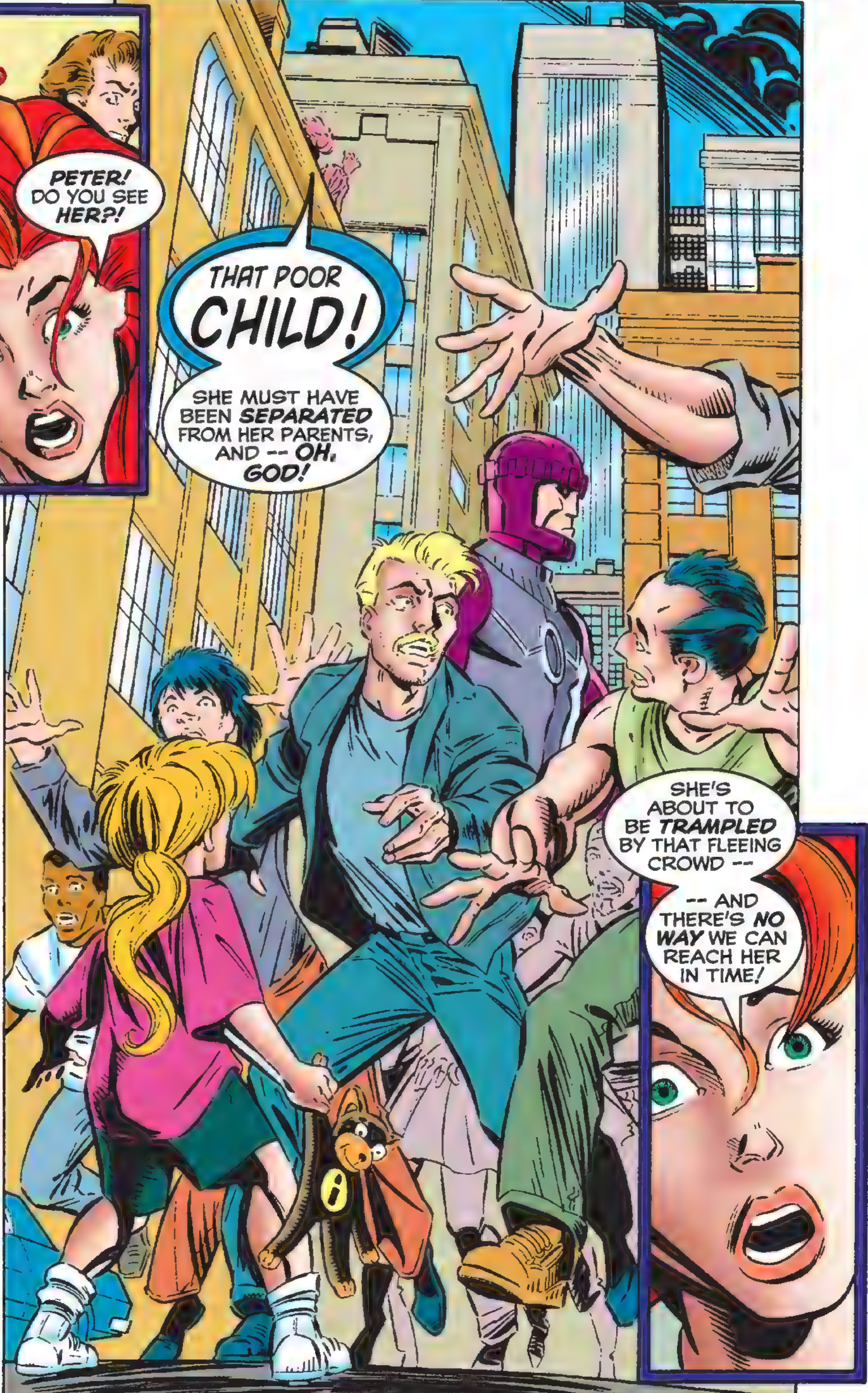
PETER!
DO YOU SEE
HER?!

THAT POOR
CHILD!

SHE MUST HAVE
BEEN **SEPARATED**
FROM HER PARENTS,
AND -- OH,
GOD!

THERE
COULD BE
**HUNDREDS, MAYBE
EVEN THOUSANDS,**
SPREAD
ACROSS THE
CITY!

WHY
ARE THEY
HERE? WHAT
DO THEY
WANT?



SHE'S
ABOUT TO
BE **TRAMPLED**
BY THAT FLEEING
CROWD --

-- AND
THERE'S NO
WAY WE CAN
REACH HER
IN TIME!

THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS SPIDER-MAN.

THE ONLY SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR COULDN'T DO.

HE MERELY DID!

YEEK!

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S PARENTS, AND FIND A REFUGE FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER SENTINEL!

CRUCKING

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

THIS ONSLAUGHT SEEMS TO HAVE SET UP SOME KIND OF BASE IN CENTRAL PARK!

CHARLIE SNOW AND KEN ELLIS ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

WHERE'S THE BLASTED FANTASTIC FOUR DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF SUMMIT ATOP FOUR FREEDOMS PLAZA!

THEY'RE TALKING WHEN THEY SHOULD BE DEFENDING US?!

TELL REWRITE THERE'S WIDESPREAD LOOTING UPTOWN!

WHA -- ?
WHAT'S HAPPENING?!

IT-IT'S EITHER AN EARTHQUAKE -- OR SOMEONE'S DETONATED A BOMB!

I'M AFRAID
THE NEWS IS
EVEN WORSE,
PEOPLE!

IT'S THE
SENTINELS—!

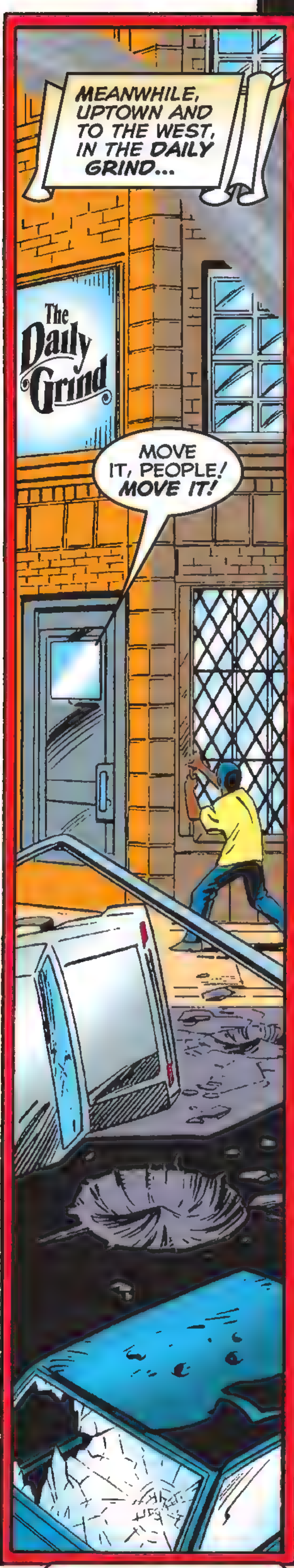
THEY'RE
ATTACKING
THE BUGLE!

KNOCK

WE'VE
LOST LIGHTS...
POWER!

THAT METAL
MONSTER MUST
HAVE TARGETED
OUR **ELECTRICAL**
SYSTEM!

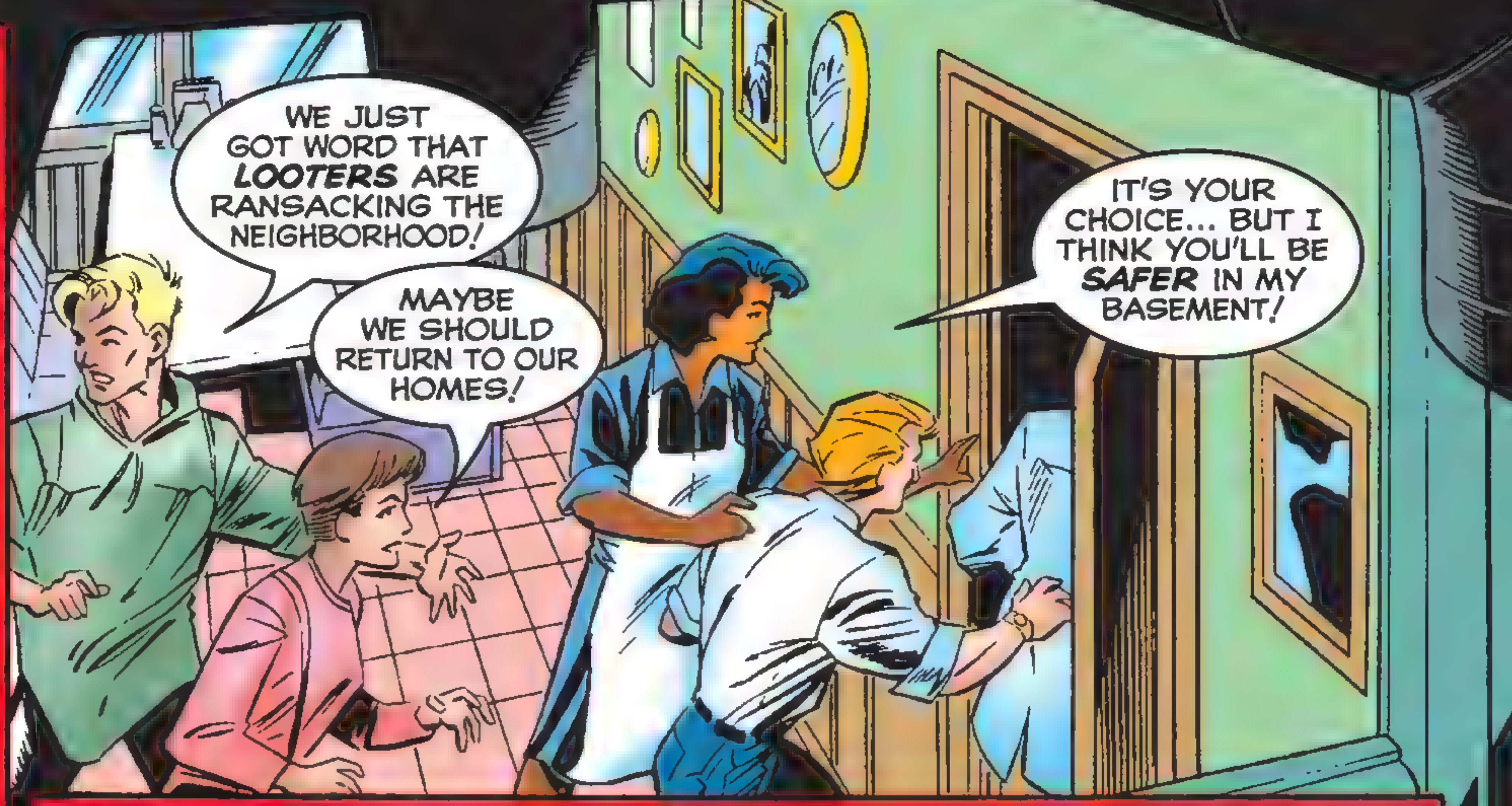
HE'S
TRYING TO
SHUT US
DOWN!



MEANWHILE,
UPTOWN AND
TO THE WEST,
IN THE DAILY
GRIND...

MOVE
IT, PEOPLE!
MOVE IT!

GET YOUR BUTT DOWN
THOSE STAIRS, BEN
REILLY! YOU
HEAR ME?



WE JUST
GOT WORD THAT
LOOTERS ARE
RANSACKING THE
NEIGHBORHOOD!

MAYBE
WE SHOULD
RETURN TO OUR
HOMES!

IT'S YOUR
CHOICE... BUT I
THINK YOU'LL BE
SAFER IN MY
BASEMENT!



YOU **STAYING**
OR **GOING**,
DESIREE?

I...
I CAN'T
DECIDE,
BEN!

WE'RE
NOT IN ANY
LESS DANGER
HERE!



MAYBE NOT, BUT
AT LEAST YOU'RE
WITH **FRIENDS**!

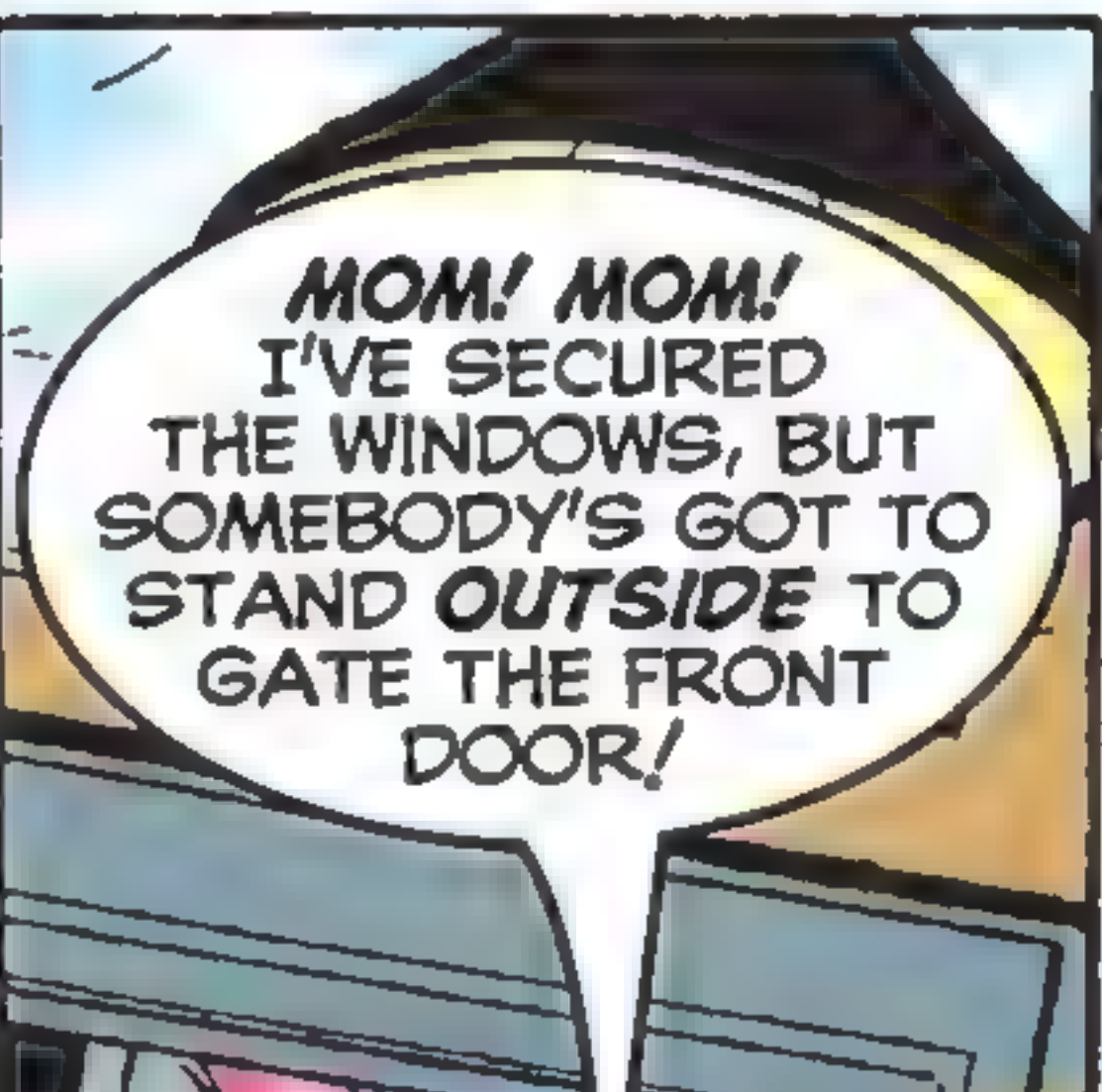
I...
I'M SO
AFRAID!

WE ALL
ARE!

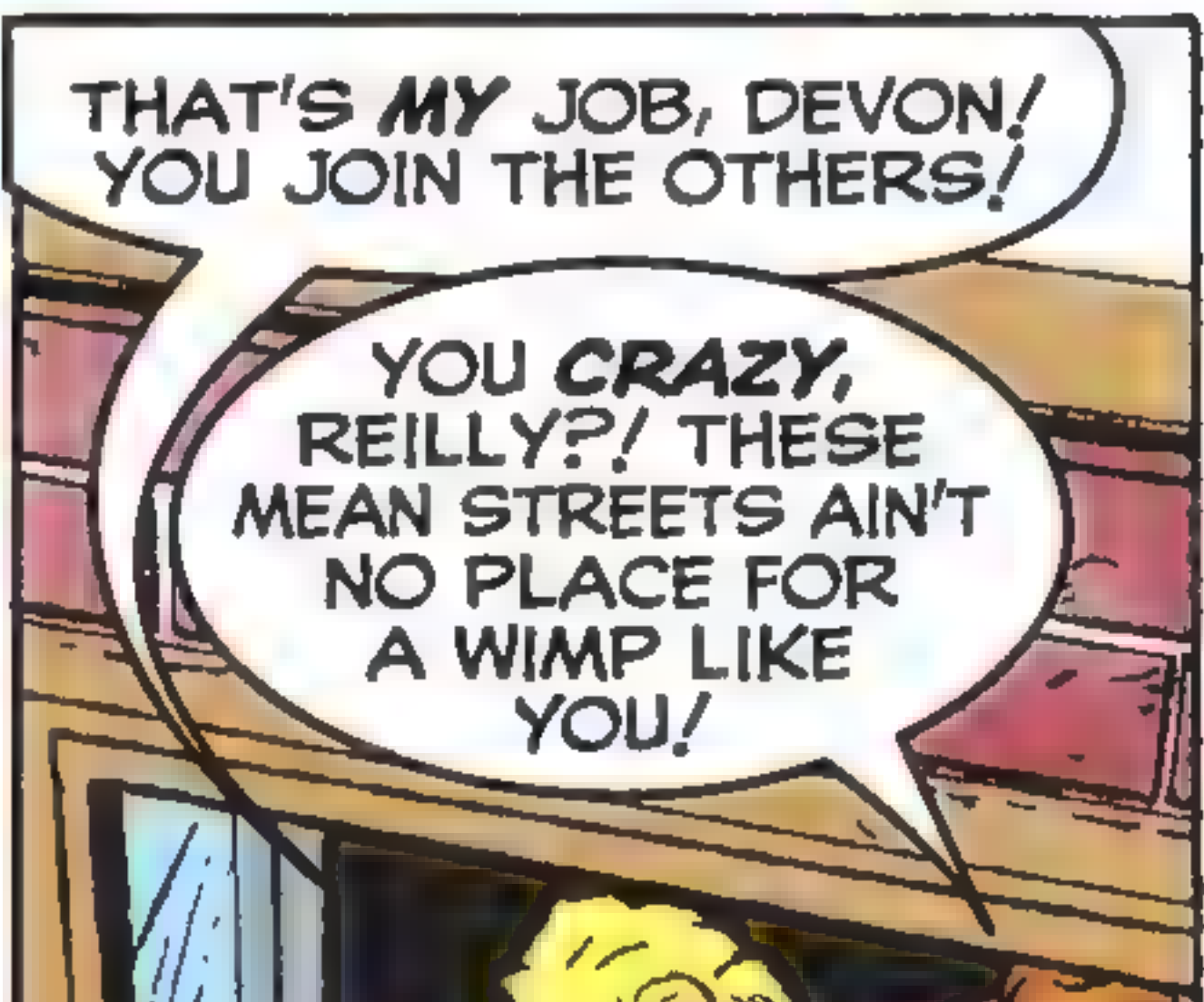


SHIRLEY! I NEED YOU TO
LOOK AFTER DESIREE
FOR ME!

A-AREN'T
YOU COMING?



MOM! MOM!
I'VE SECURED
THE WINDOWS, BUT
SOMEBODY'S GOT TO
STAND **OUTSIDE** TO
GATE THE FRONT
DOOR!



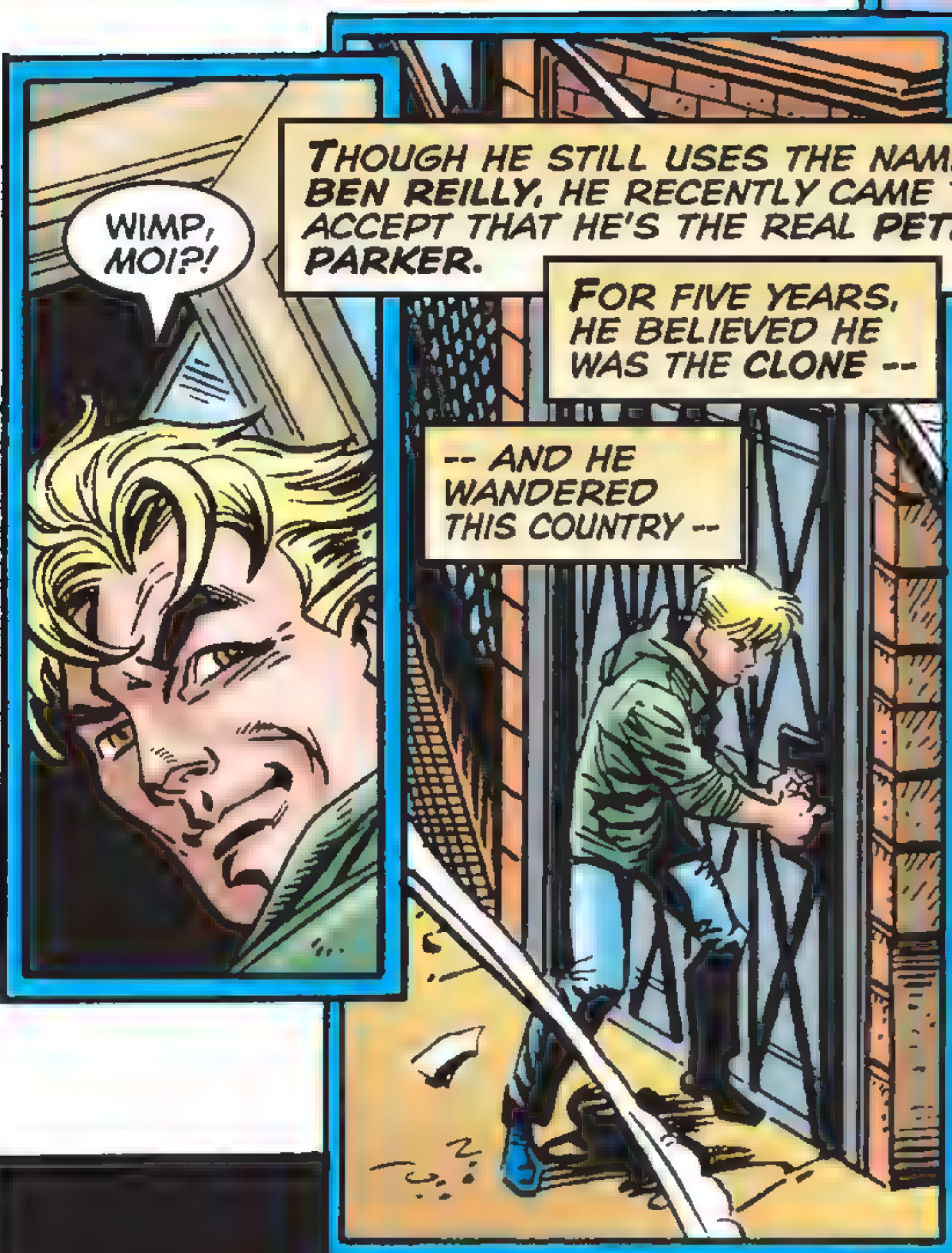
THAT'S **MY** JOB, DEVON!
YOU JOIN THE OTHERS!

YOU **CRAZY**,
REILLY?! THESE
MEAN STREETS AIN'T
NO PLACE FOR
A WIMP LIKE
YOU!



NO
CAN DO,
SHIRL!





WIMP,
MOI?!

THOUGH HE STILL USES THE NAME
BEN REILLY, HE RECENTLY CAME TO
ACCEPT THAT HE'S THE REAL **PETER
PARKER**.

FOR FIVE YEARS,
HE BELIEVED HE
WAS THE CLONE --

-- AND HE
WANDERED
THIS COUNTRY --

-- DESPERATELY
TRYING TO GIVE
MEANING AND FIND
A DIRECTION FOR
HIS ARTIFICIAL LIFE.

THOSE DAYS
ARE OVER!

HIS CITY IS IN
CRISIS, AND HE
HAS A JOB TO DO!

TRY TO
STAY CALM,
EVERYONE! WE HAVE
PLENTY OF FOOD, AND
THE RADIO WILL TELL
US WHEN WE CAN
LEAVE!

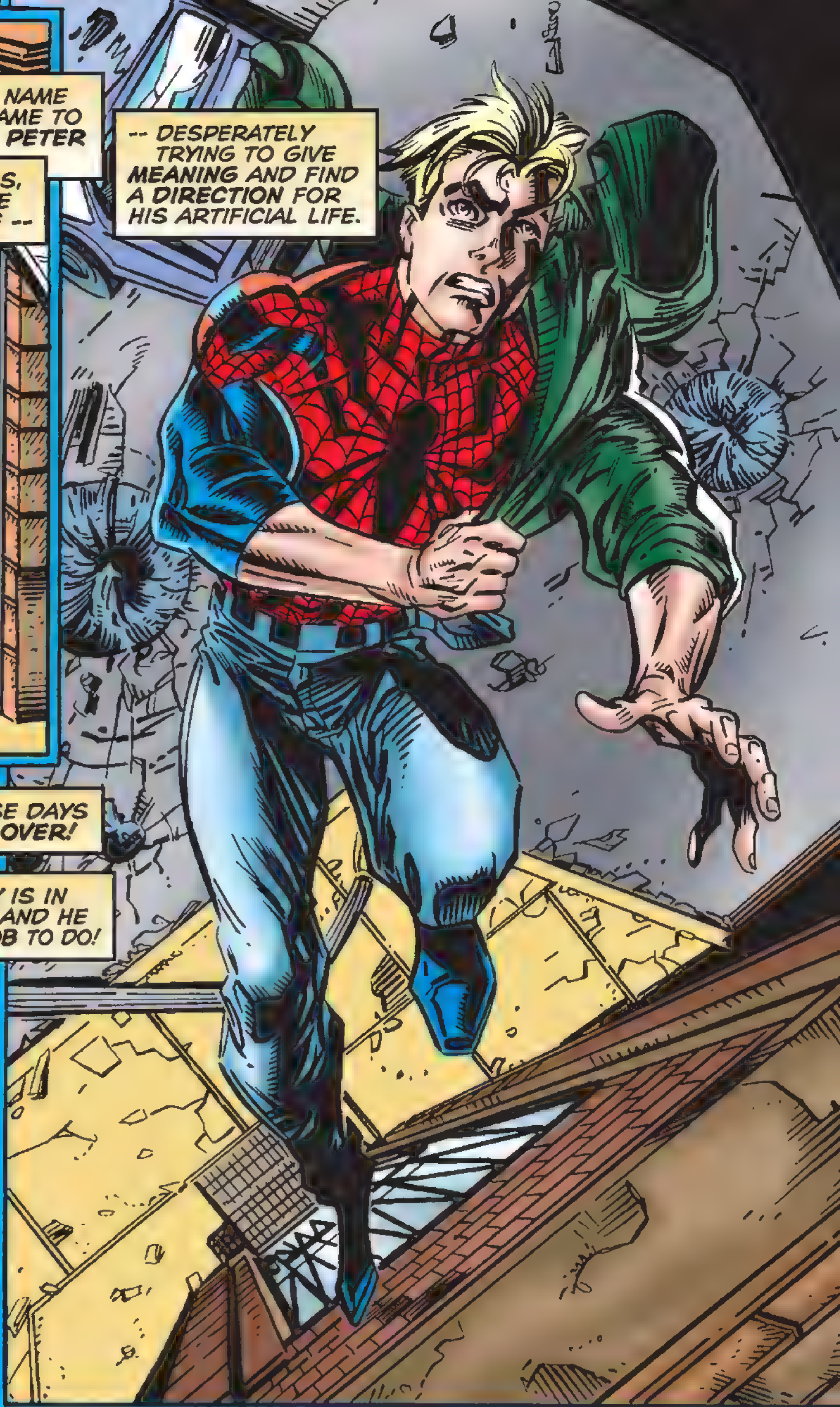
HOW
WE GONNA
UNLOCK THE
GATE IF **REILLY**
DOESN'T...

Uh...
...YOU
KNOW...

WE CAN ALWAYS CALL SOMEONE
TO CUT OFF THE LOCK... BUT WE
DON'T NEED ANY MORE **NEGATIVE**
THOUGHTS, DEVON!

I'M
SURE BEN
WILL BE
FINE!

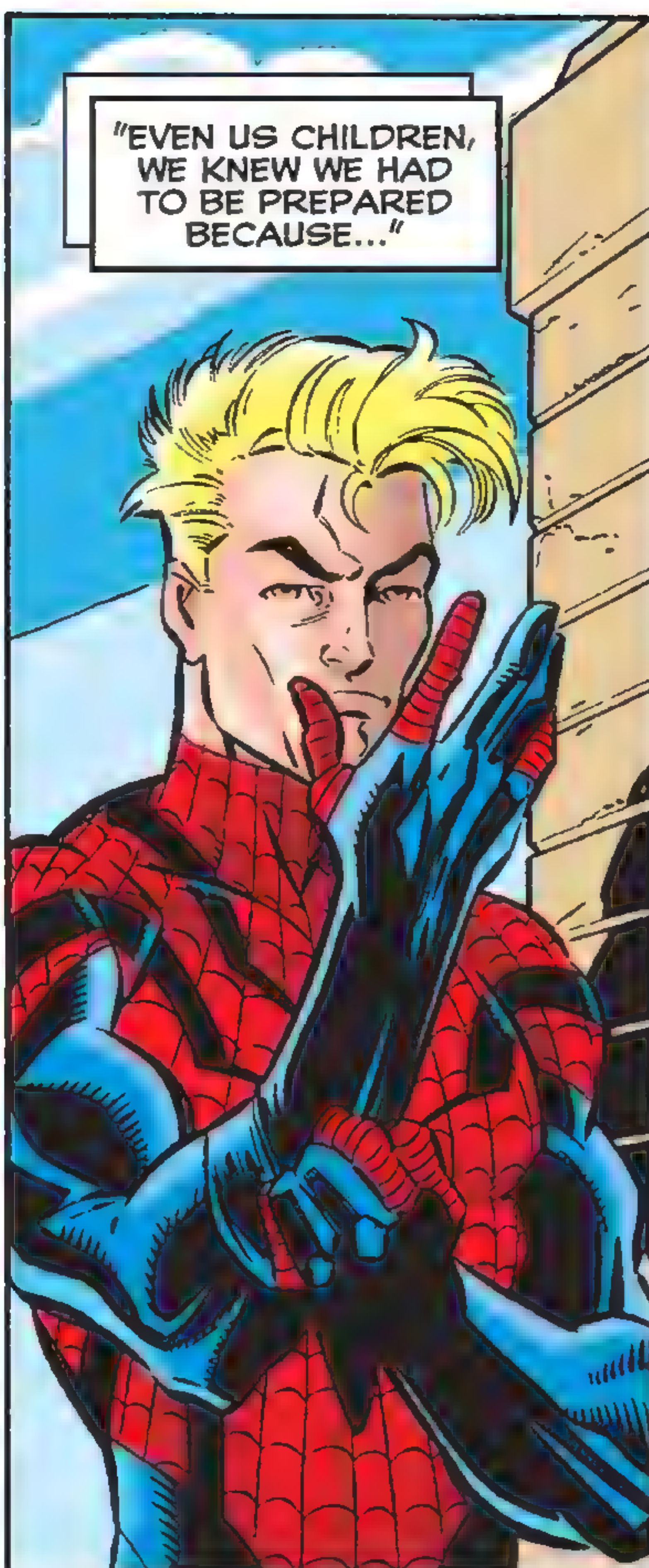
SOMETHING
ABOUT THAT
BOY INSPIRES
CONFIDENCE!





S'FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT **OUR LADY OF GRACE**.

IT WAS THE **EARLY SIXTIES** AND THE **COLD WAR** WAS ALL ANYBODY EVER TALKED ABOUT.



"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."



IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC **BOMBED** OUR COUNTRY...

...AND, SPECIFICALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COWER BENEATH OUR COATS...

... AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE **EMERGENCY BROADCAST SYSTEM**.



YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD **ANGELS**.

SAY WHAT?!

THEY WERE CALLED **GUARDIAN ANGELS** --



"-- AND THEY WERE SUPPOSED TO KEEP US FROM **HARM!**"

"I KNOW THE VERY IDEA
OF A GUARDIAN ANGEL
SEEMS PRETTY
RIDICULOUS IN TODAY'S
JADED WORLD --."

"-- BUT THERE'S GREAT
COMFORT IN KNOWING
THAT SOMEONE IS
WATCHING OVER YOU --

"-- SOMEONE WHO
REALLY **CARES!**"

MEANWHILE,
DOWNTOWN...

STEADY,
MARY JANE!
ONLY A FEW MORE
BLOCKS --!

OKAY,
HANDSOME,
BUT DON'T BLAME
ME IF OUR CHILD HAS
AN UNNATURAL
FONDNESS FOR
HEIGHTS!

OOO! HE'LL
BECOME A FAMOUS
AERIALIST!

OR **SHE**
COULD BE
AN AIRLINE
PILOT!

I'VE GOT TO HURRY!
THE SLIGHTEST DELAY
COULD PROVE
FATAL!

THERE'S
A RISK MY
POWERS WILL
SUDDENLY VANISH
ON ME LIKE THEY
DID BEFORE,
AND -- AW,
NO!

AS SHOWN IN SPECTACULAR
SPIDER-MA #237 - Risky Ralf.

SPWA-QUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION.

SURE!
I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

GET DOWN, MARY JANE! HE ONLY WANTS ME!

W-WHAT ARE YOU PLANNING --?!

TO LEAD HIM AWAY FROM YOU AND THE BABY!

PETER,

NO!!

IT'S TOO DANGEROUS!

TRY TO MAKE IT TO THE BUGLE, HON!

YOU'LL BE SAFE THERE!

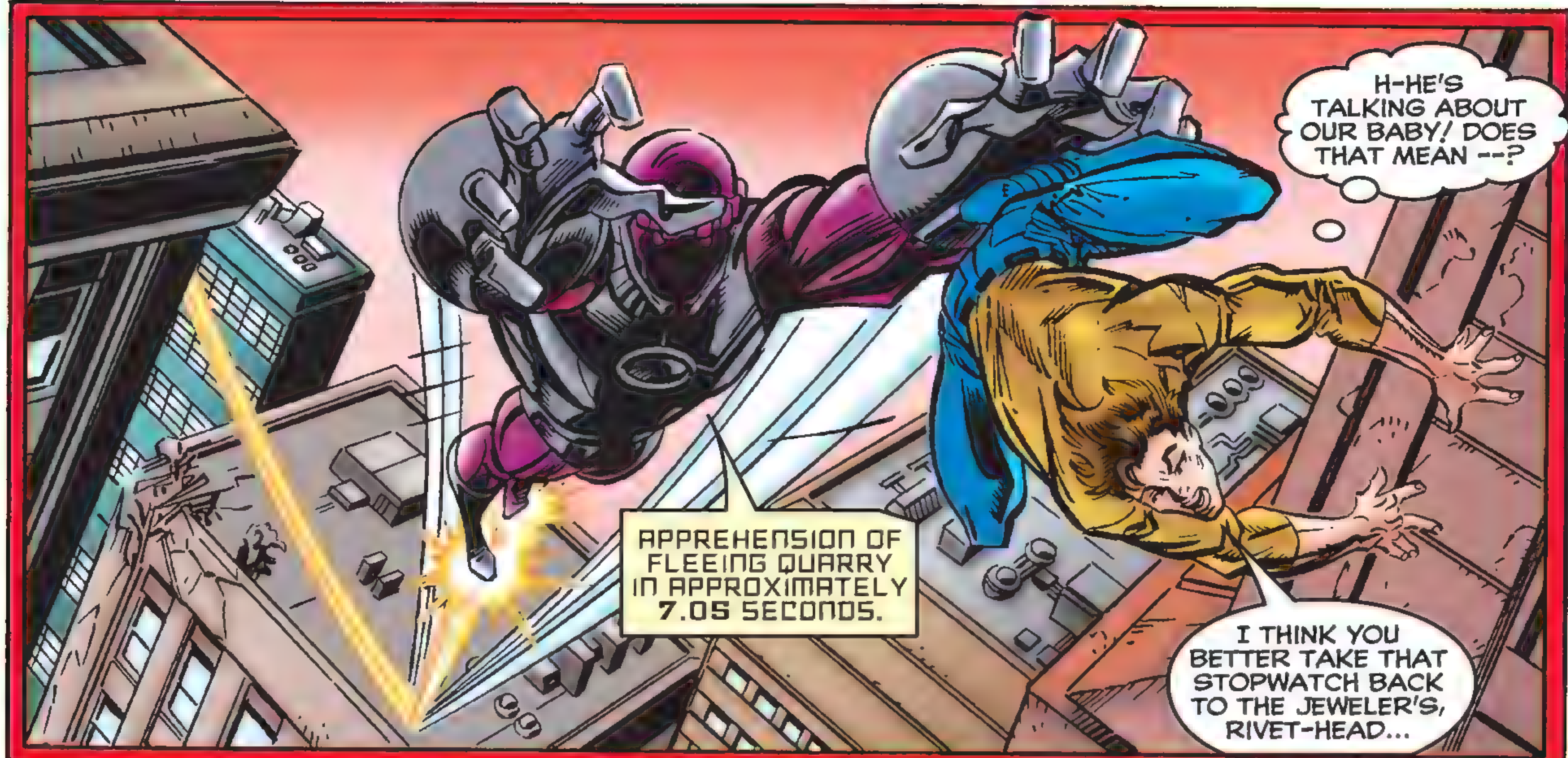
SENTINEL QUARRY INITIATING AIRBORNE ESCAPE.

THIS UNIT WILL EFFECT PURSUIT. GYROSCOPIC STABILIZERS ALTERED FOR HORIZONTAL FLIGHT PATTERN.

ALTERATION BEARING :0:009 PERCENTILE. LIMITED PARAMETERS COMPENSATION.

SENSORS DETECT SECONDARY LIFEFORM GESTATING WITHIN HUMAN FEMALE BELOW. READINGS BEYOND RANGE OF EMBRYONIC NORMALCY.

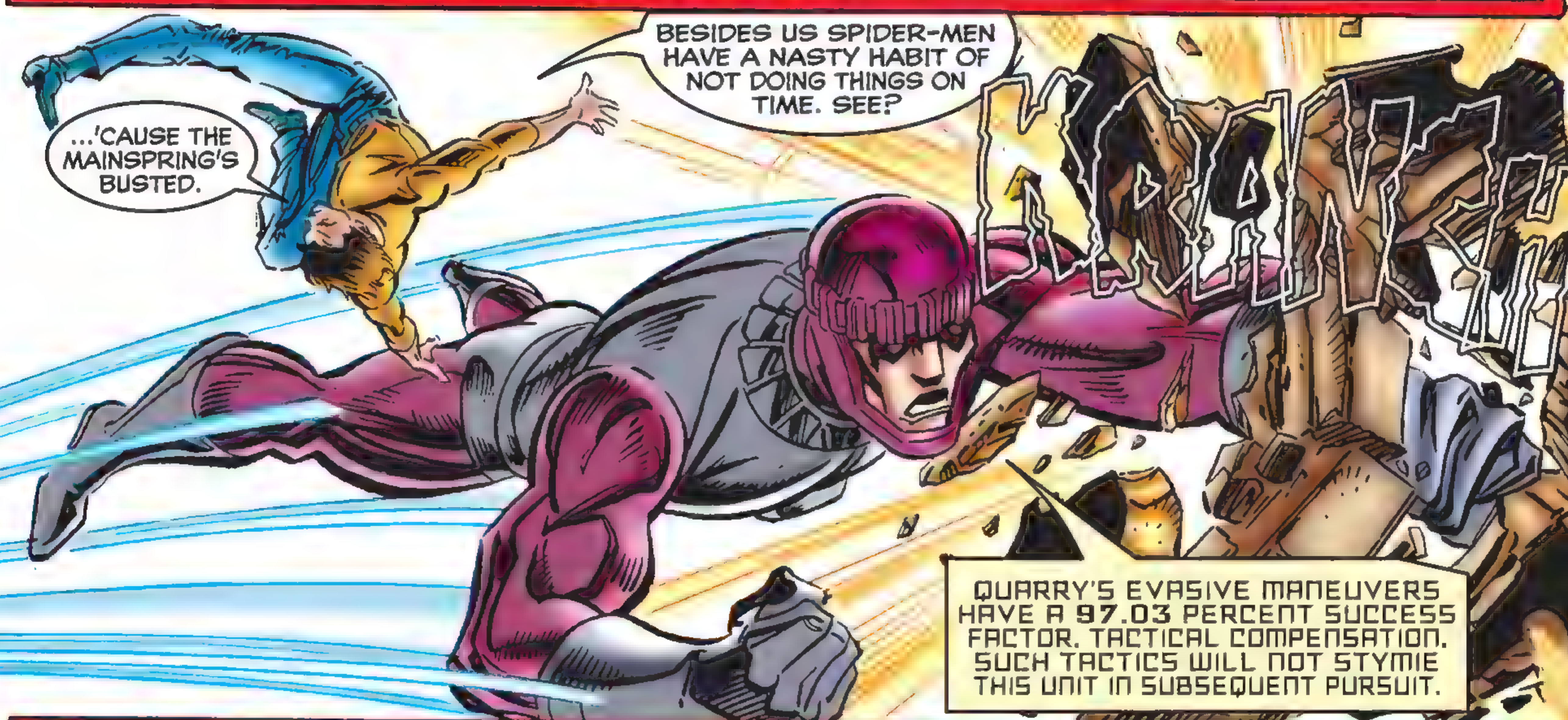
OPTICAL SENSORS WILL RETAIN PHOTOGRAPHIC IMPRINT OF HUMAN FEMALE FOR IDENTIFICATION PURPOSES. DOWNLOADING OF SECONDARY LIFEFORM DATA TO COMMENCE SIMULTANEOUSLY.



H-HE'S TALKING ABOUT OUR BABY! DOES THAT MEAN --?

APPREHENSION OF FLEEING QUARRY IN APPROXIMATELY 7.05 SECONDS.

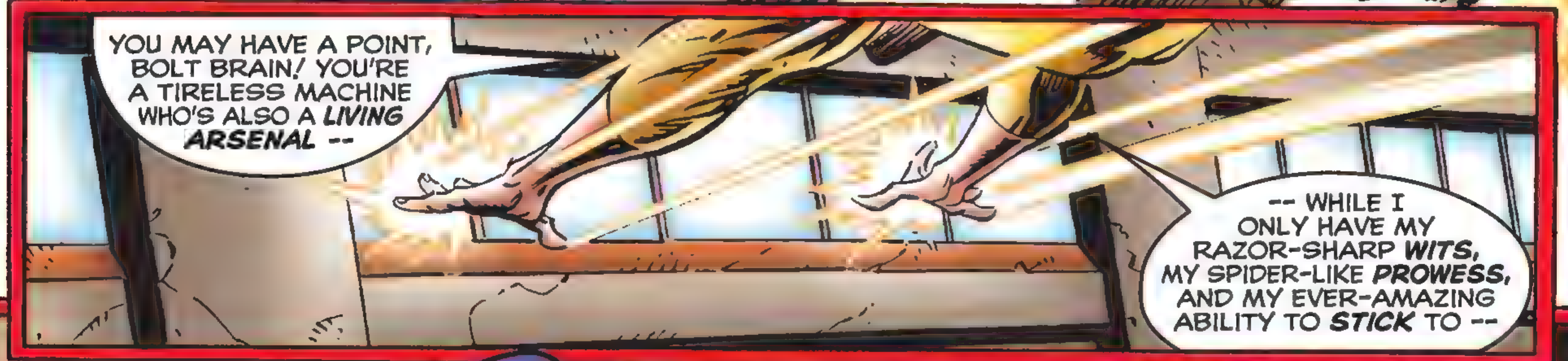
I THINK YOU BETTER TAKE THAT STOPWATCH BACK TO THE JEWELER'S, RIVET-HEAD...



BESIDES US SPIDER-MEN HAVE A NASTY HABIT OF NOT DOING THINGS ON TIME. SEE?

... 'CAUSE THE MAINSPRING'S BUSTED.

QUARRY'S EVASIVE MANEUVERS HAVE A 97.03 PERCENT SUCCESS FACTOR. TACTICAL COMPENSATION. SUCH TACTICS WILL NOT STYMIE THIS UNIT IN SUBSEQUENT PURSUIT.



YOU MAY HAVE A POINT, BOLT BRAIN! YOU'RE A TIRELESS MACHINE WHO'S ALSO A LIVING ARSENAL --

-- WHILE I ONLY HAVE MY RAZOR-SHARP WITS, MY SPIDER-LIKE PROWESS, AND MY EVER-AMAZING ABILITY TO STICK TO --



-- WALLS?!

M-MY POWERS --! I'VE LOST THEM AGAIN! THEY'RE GONE! GONE!



B-BUT IT LOOKS LIKE...
...I ONLY DELAYED THE INEVITABLE!

TH-THE SENTINEL'S ZEROING IN --
-- AND I'M COMPLETELY **HELPLESS!**

WHEW! I...I WOULD HAVE BEEN STREET SPLATTER...

I-IF NOT FOR THIS HANDY FLAGPOLE!

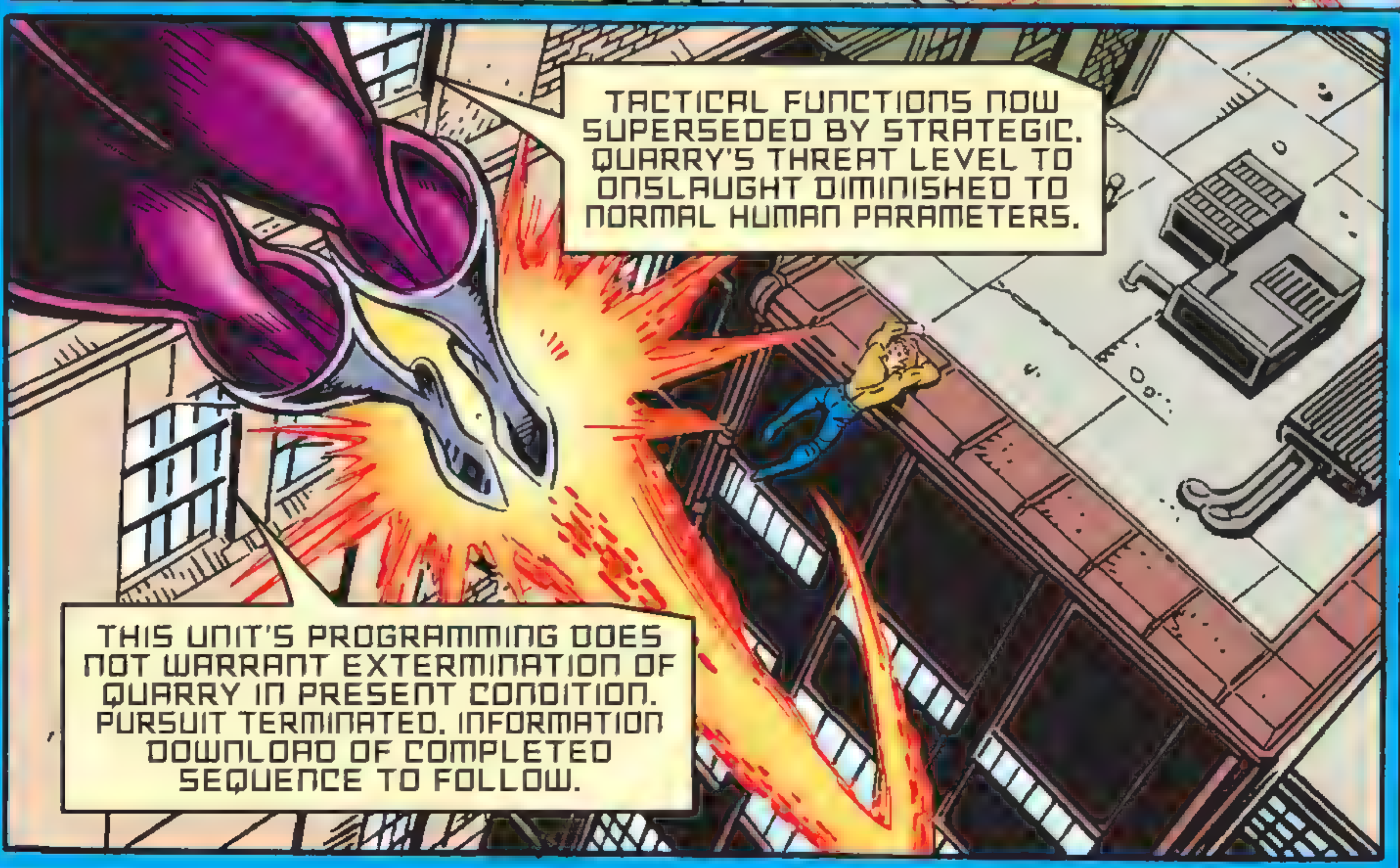


UNIT'S SENSORS DETECT SUDDEN ABSENCE OF SUPERHUMAN ABILITIES EXTANT IN QUARRY.

CELLULAR READINGS INDICATE DORMANCY IN SAID FACULTIES.



READINGS' INTERPRETATION COMMENCING. CROSS-REFERENCING WITH THIS UNIT'S PRIMARY OBJECTIVE.



TACTICAL FUNCTIONS NOW SUPERSEDED BY STRATEGIC. QUARRY'S THREAT LEVEL TO ONSLAUGHT DIMINISHED TO NORMAL HUMAN PARAMETERS.

THIS UNIT'S PROGRAMMING DOES NOT WARRANT EXTERMINATION OF QUARRY IN PRESENT CONDITION. PURSUIT TERMINATED. INFORMATION DOWNLOAD OF COMPLETED SEQUENCE TO FOLLOW.

EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J. JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW **ON-LINE**.

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN **LIGHTS, ELEVATORS AND PRESSES** FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO **PUBLISH** FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS **BAD**.

AND GETTING **WORSE**.

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR **FAMILIES**.

GO **HOME** IF YOU THINK YOU MUST.

I WON'T THINK ANY **LESS** OF YOU.

AND... UH... YOUR PAYCHECKS WON'T BE DOCKED.

I'M STAYING!

NO METAL MONSTER CAN STOP THE **DAILY BUGLE** FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO **HAND-WRITE AND PERSONALLY DELIVER EVERY COPY!**

Uh... Mr. JAMESON...

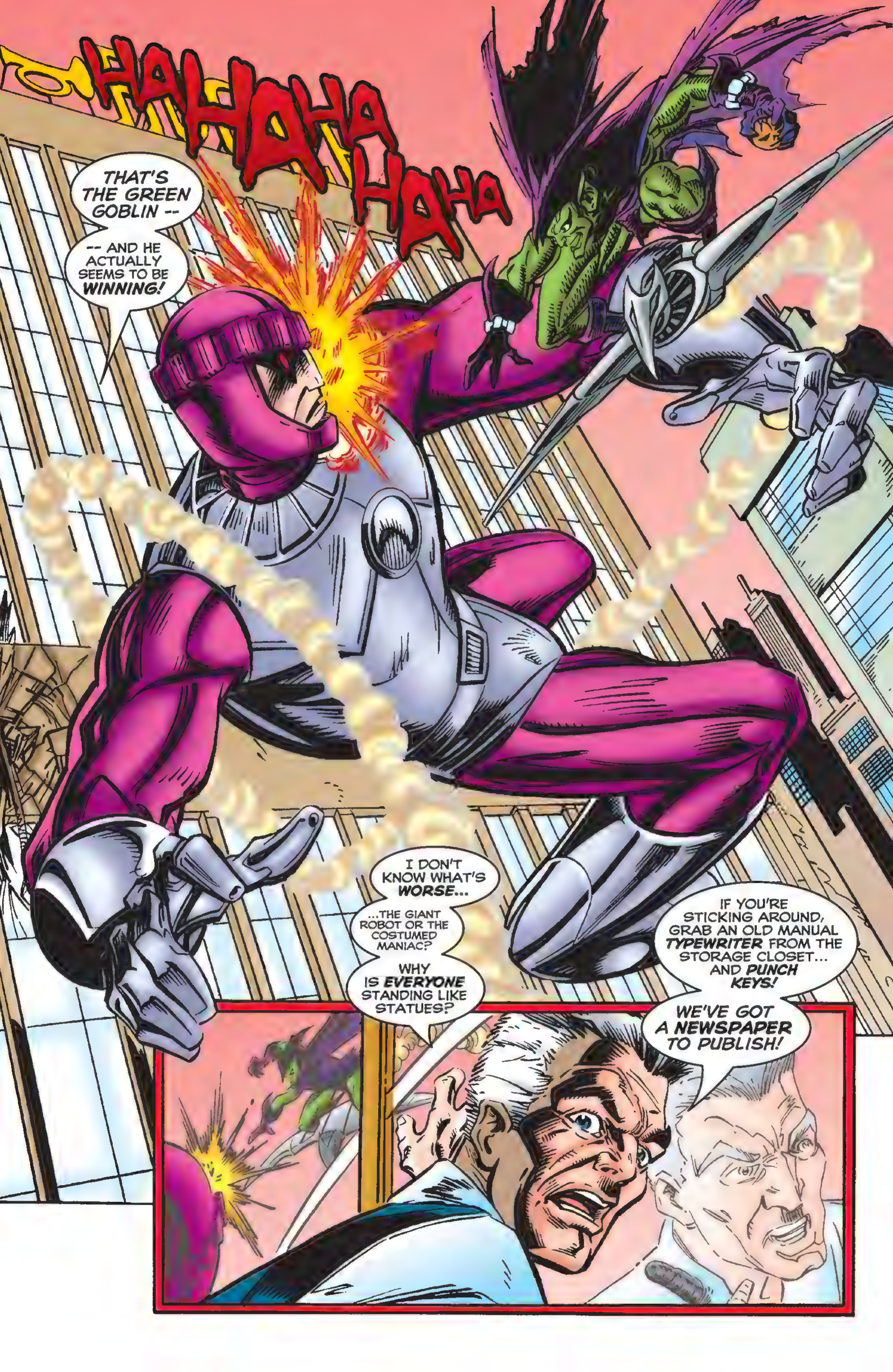
I HATE TO INTERRUPT...

BUT THERE'S A **BIG FIGHT** OUTSIDE OUR BUILDING!

WHAT?!

THAT MISERABLE **WEB-SWINGING FOOL** IS ONLY GOING TO **INCREASE** OUR DANGER BY ANTAGONIZING THE **SENTINEL!**

Uh... IT ISN'T **SPIDER-MAN**, SIR.



THAT'S
THE GREEN
GOBLIN --

-- AND HE
ACTUALLY
SEEMS TO BE
WINNING!

I DON'T
KNOW WHAT'S
WORSE...

...THE GIANT
ROBOT OR THE
COSTUMED
MANIAC?

WHY
IS EVERYONE
STANDING LIKE
STATUES?

IF YOU'RE
STICKING AROUND,
GRAB AN OLD MANUAL
TYPEWRITER FROM THE
STORAGE CLOSET...
AND PUNCH
KEYS!

WE'VE GOT
A NEWSPAPER
TO PUBLISH!

**STAY
BACK!**

**YOU
SAVAGES
WON'T TEAR
MY PLACE
APART!**

IF WE DON'T TRASH IT... THE **SENTINELS** WILL!

HAVEN'T
YOU *HEARD*,
MAN --

**IT'S
THE END
OF THE
WORLD!**

F-FORGET THE STORE!

IT ISN'T
WORTH OUR
LIVES!

IT IS MY
LIFE!

**I BROKE
MY BACK
BUILDING THIS
BUSINESS!**

OOOO!
AND NOW
WE GET TO
BREAK YOUR
HEAD!

NOPE!

SORRY!

**NOT
IN THIS
LIFETIME!**

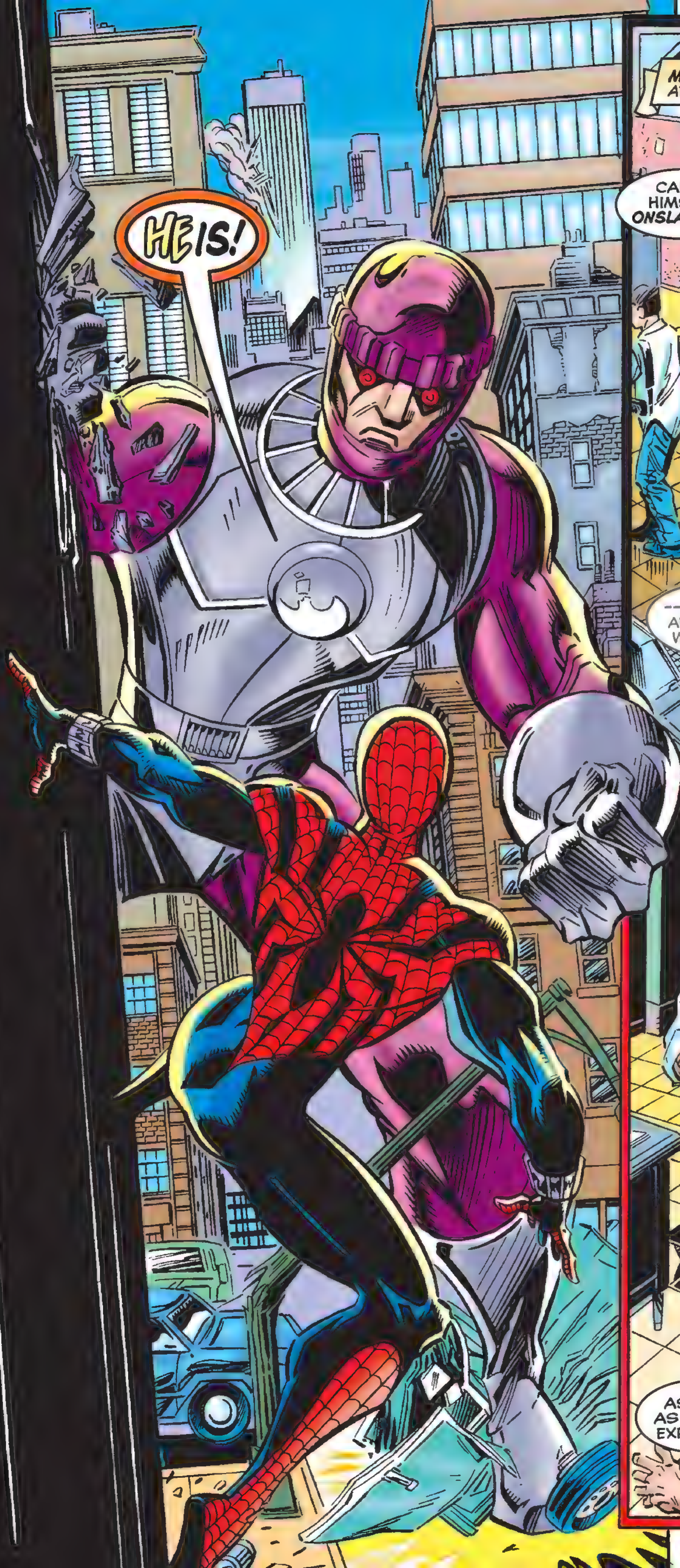
The Spider-Man logo, featuring the words "SPIDER-MAN!" in a stylized, bold, red font with black outlines, set against a blue and white background.

AS MUCH AS **YOU** MAY
DESERVE IT, I DON'T
INTEND TO PLAY **PATTY-
CAKE** WITH YOUR LESS
THAN ADORABLE
FACES.

I AM
NOT YOUR
PROBLEM.

**WHY?!
YOU GONNA
BEAT UP
ON US?**

I STRONGLY
SUGGEST YOU PEOPLE
PART COMPANY, AND
EVACUATE THIS
STREET.



MEANWHILE, BACK
AT THE DAILY BUGLE...

A BATTLE
AT FF HEAD-
QUARTERS!

CALLS
HIMSELF
ONSLAUGHT!

SOME
KIND OF
MUTANT!

-- AND STAY
AWAY FROM
WINDOWS!

YEAH...

ME,
TOO!

MARLA ALL
RIGHT?

SHE WAS
LOCKED IN
HER LAB, AND
DIDN'T KNOW
THERE WAS A
PROBLEM
UNTIL I
CALLED.

HOW'S
YOUR
FAMILY?

AS WELL
AS CAN BE
EXPECTED!



LOOK AT HOW MY WORDS HAVE *INSPIRED* THEM, ROBBIE!

THESE PEOPLE WILL RISK THEIR *LIVES* FOR THEIR *FEARLESS* PUBLISHER!

IF YOU SAY SO.

COULD YOU USE A COUPLE OF FRESH *PLAYERS*, COACH?

PETER! I THOUGHT YOU HAD ANOTHER WEEK OF SICK LEAVE!

SO DID I... BUT... WELL... *SENTINELS* HAPPEN!

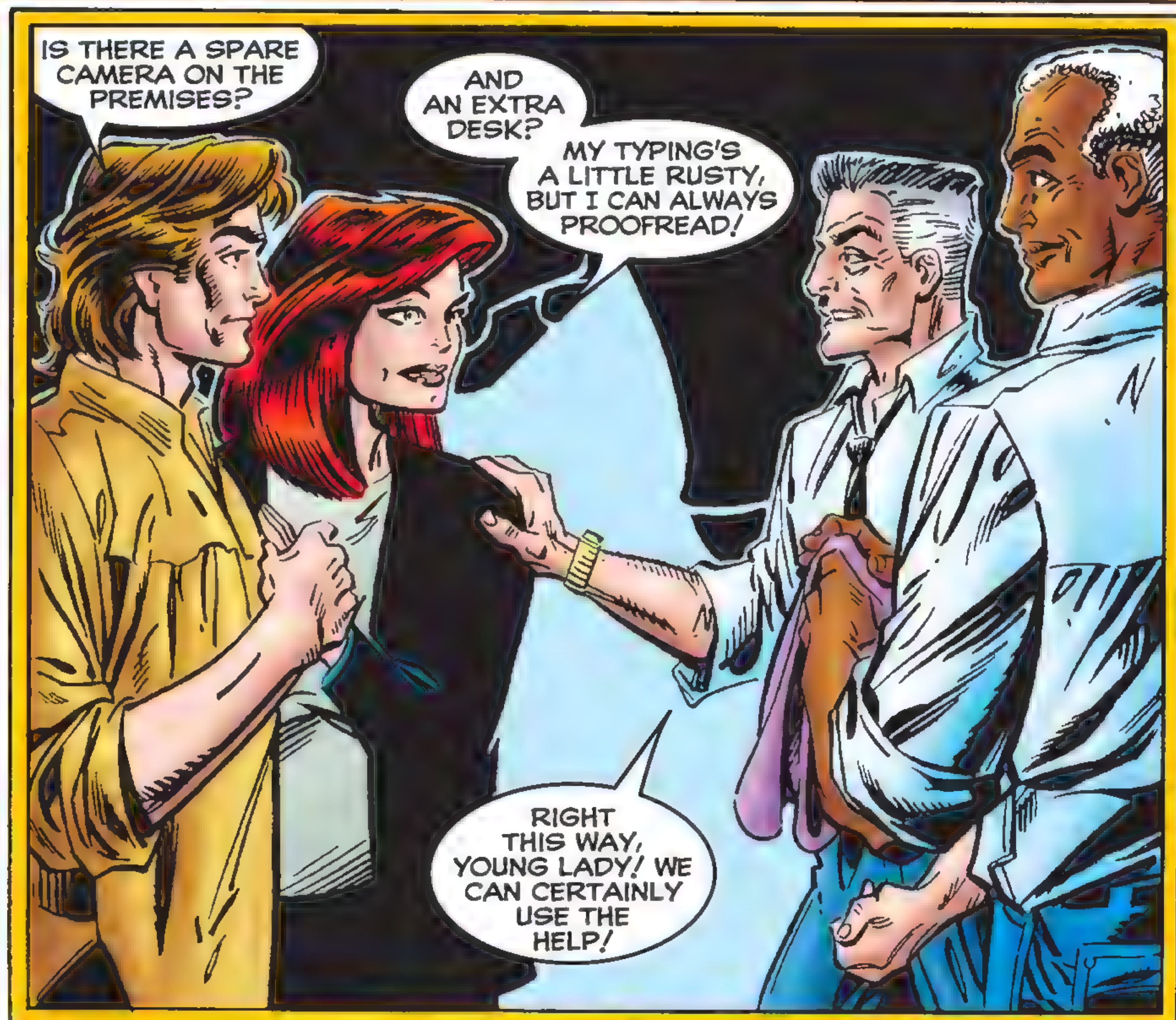


LOOK, MARY JANE, I KNOW YOU DON'T WANT ME GOING BACK OUTSIDE --

-- YOU DON'T HAVE TO EXPLAIN, TIGER.

I UNDERSTAND.

I REALLY DO.



IS THERE A SPARE CAMERA ON THE PREMISES?

AND AN EXTRA DESK?

MY TYPING'S A LITTLE RUSTY, BUT I CAN ALWAYS PROOFREAD!

RIGHT THIS WAY, YOUNG LADY! WE CAN CERTAINLY USE THE HELP!



I'LL SEE YOU LATER, MARY JANE.

I HOPE!

UPTOWN...

NYAH,
NYAH!

YOU
FRUSTRATED
YET? READY
TO CALL IT
QUITS?

YOU
CAN'T HIT
ME!

THIS UNIT HAS
CALIBRATED QUARRY'S
RESPONSE TIME TO
CURRENT OFFENSIVE
MODE --

-- AND WILL MAKE
OPERATIVE
ADJUSTMENTS.

IF THAT'S THE
CASE --

-- I'D BETTER
PUT THE KIBOSH
ON YOU REAL SOON!

SPLATT

OPTICAL SENSORS
OBSCURED BY
UNKNOWN
SUBSTANCE.

WHOOPS!

CLUMSY
ME!

I HIT YOU
IN THE HEAD
WITH MY IMPACT
WEBBING!

PLEASE
ALLOW ME
TO --

-- KNOCK
IT OFF!

SPWUNK

I ASSUMED
YOU KNEW I WASN'T
REFERRING TO THE
WEBBING!

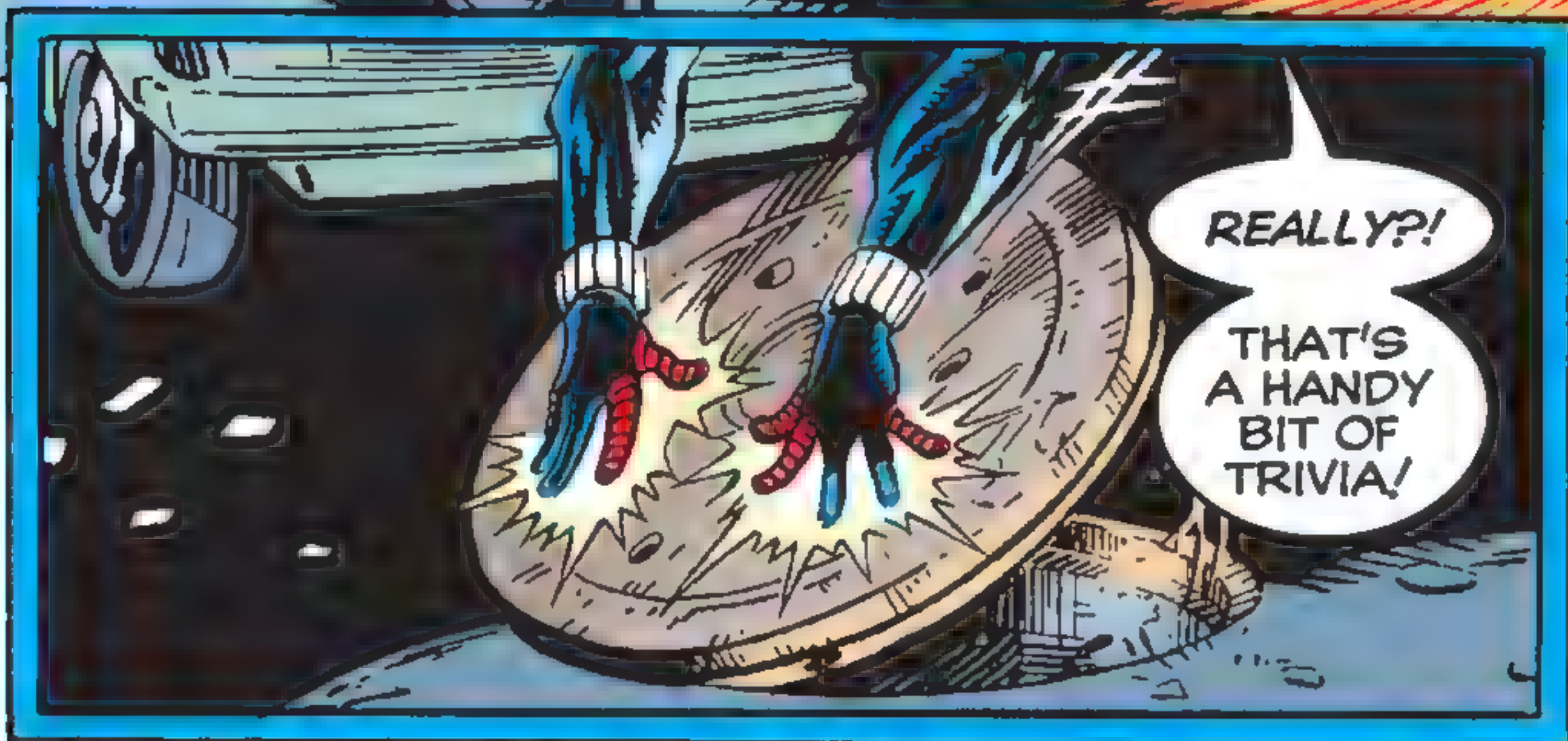


OUCH!

THAT'S
GOTTA
HURT!

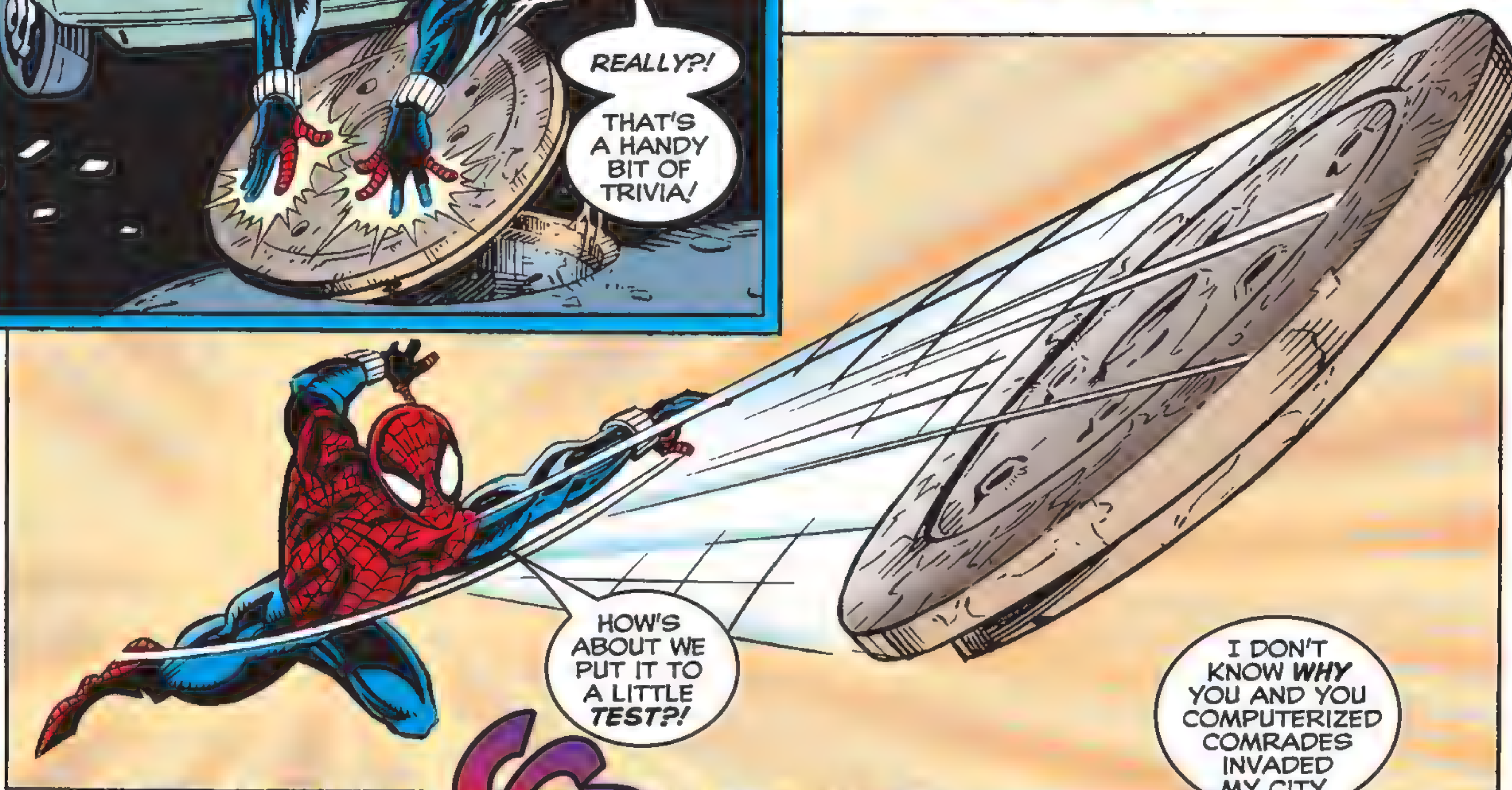
PA-SKAK

RESUMPTION OF THIS UNIT'S
VERTICAL POSTURE IN 4.05
SECONDS FROM IMPACT.



REALLY?!

THAT'S
A HANDY
BIT OF
TRIVIA!



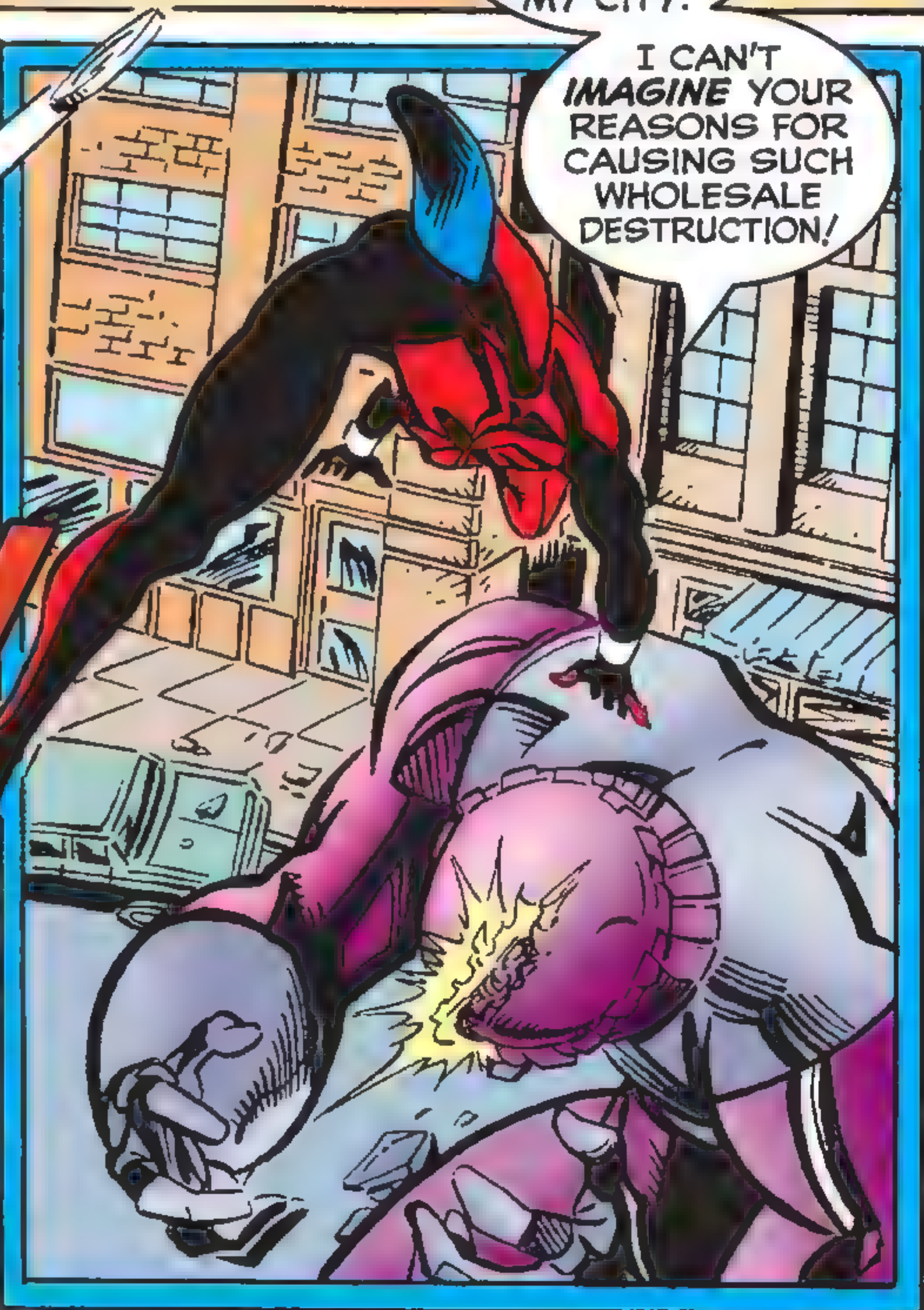
HOW'S
ABOUT WE
PUT IT TO
A LITTLE
TEST?!

I DON'T
KNOW WHY
YOU AND YOU
COMPUTERIZED
COMRADES
INVADED
MY CITY.

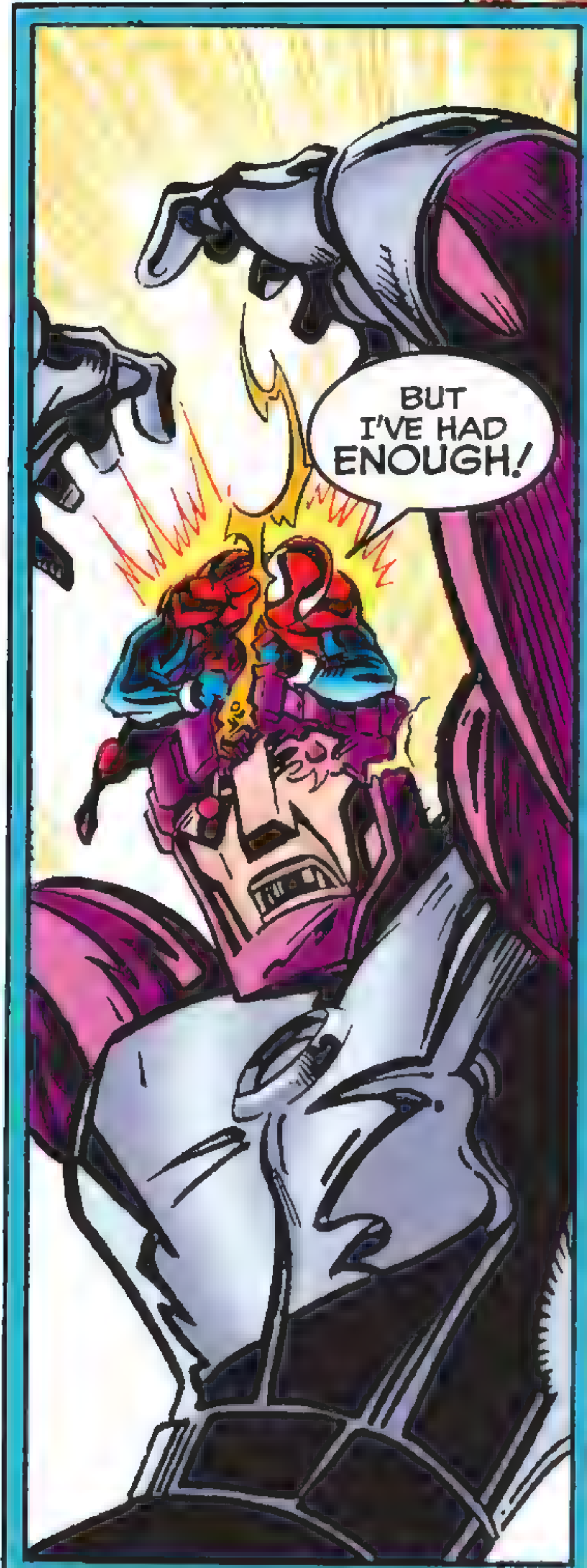


SCREEE

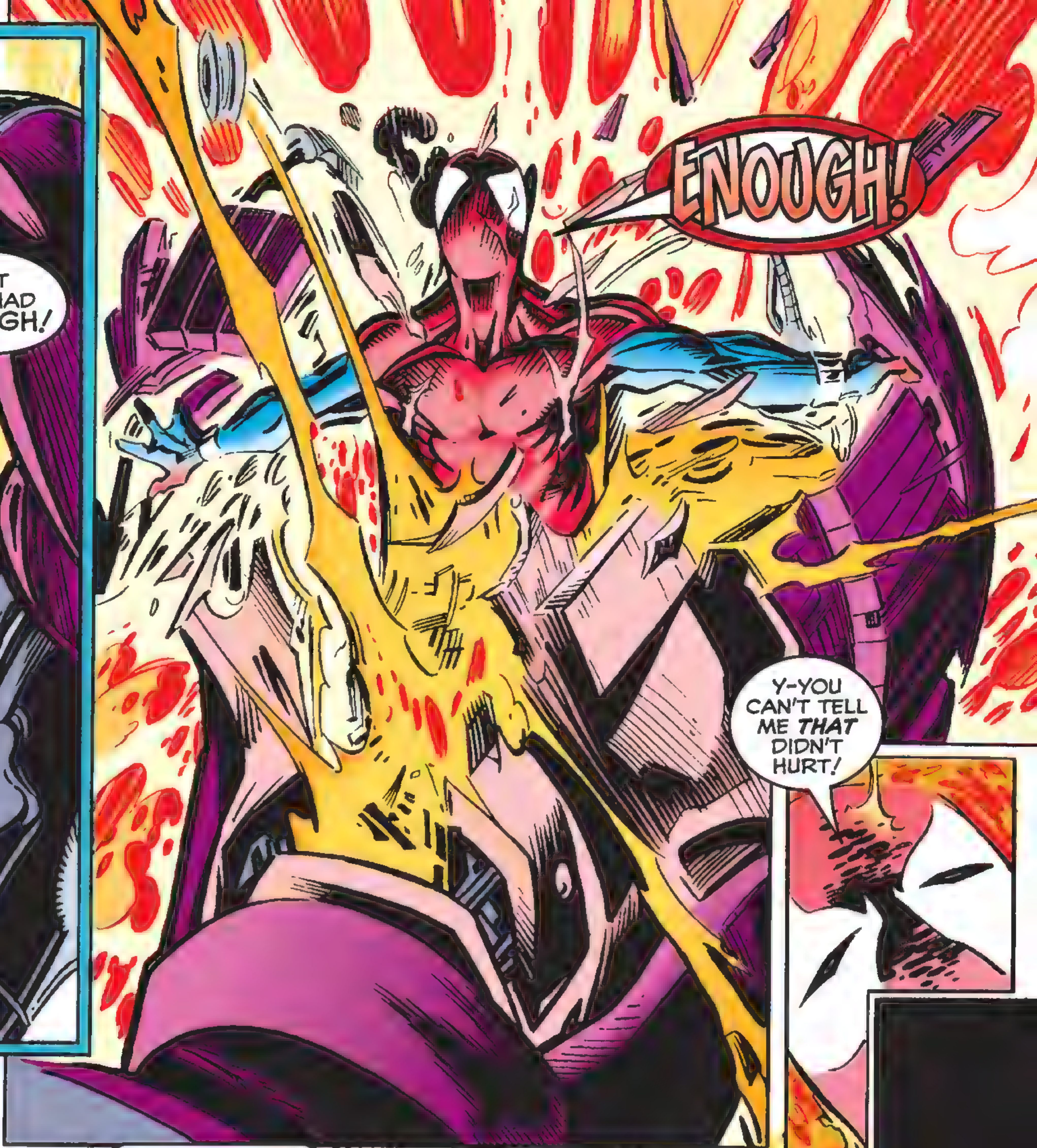
RAK



I CAN'T
IMAGINE YOUR
REASONS FOR
CAUSING SUCH
WHOLESALE
DESTRUCTION!

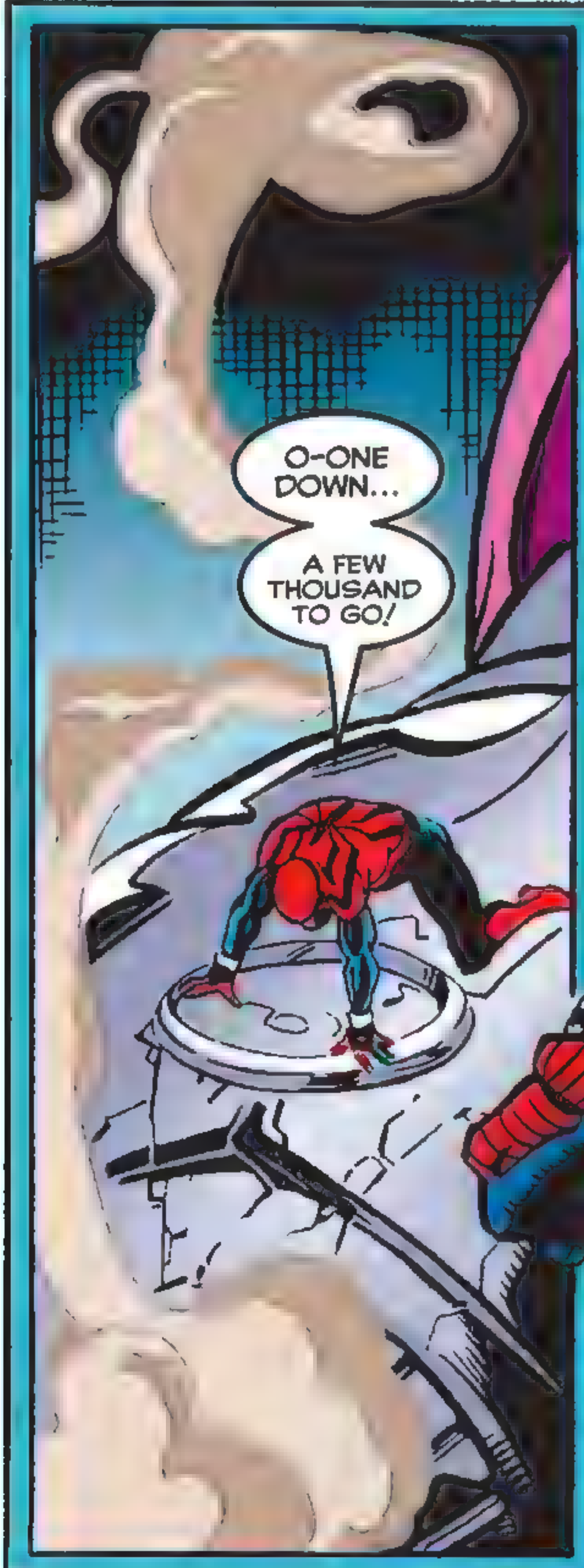


BUT
I'VE HAD
ENOUGH!



ENOUGH!

Y-YOU
CAN'T TELL
ME *THAT*
DIDN'T HURT!



O-ONE
DOWN...

A FEW
THOUSAND
TO GO!

BUT I THINK I'M
FINALLY GETTING THE
HANG OF **SENTINEL**
SMASHING!

THE REST
OF THOSE
METAL-HEADED
MEATBALLS HAD
BETTER WATCH
OUT!



SPIDER-MAN
IS COMING --

-- AND I'M
NOT TAKING
PRISONERS!

**THE
ONSLAUGHT
CONTINUES IN
SPIDER-MAN #72
NEXT MONTH AFTERMATH!**

MARVEL
COMICS



SPIDER-MAN

SEPT '96 12

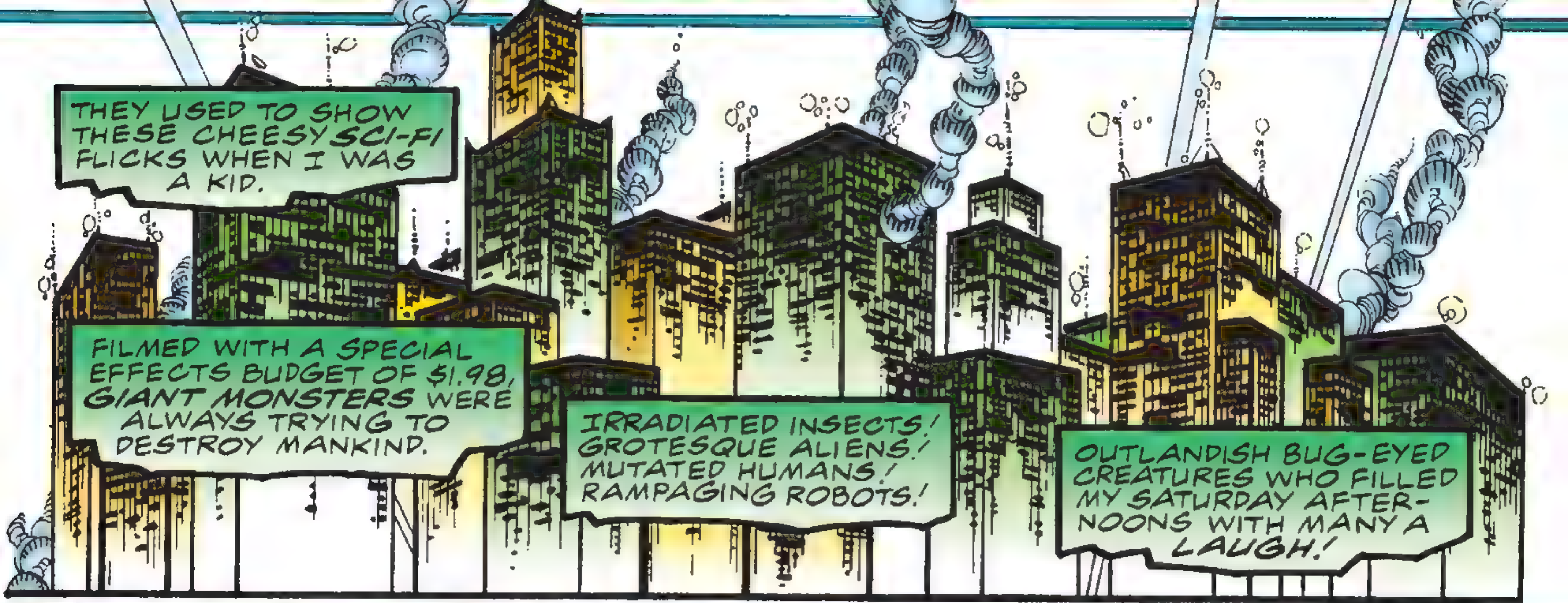
APPROVED
BY THE
COMICS
CODE
AUTHORITY

A FISTFUL OF TROUBLE

GREEN GORILLA

AVENGERS
IMPACT 2



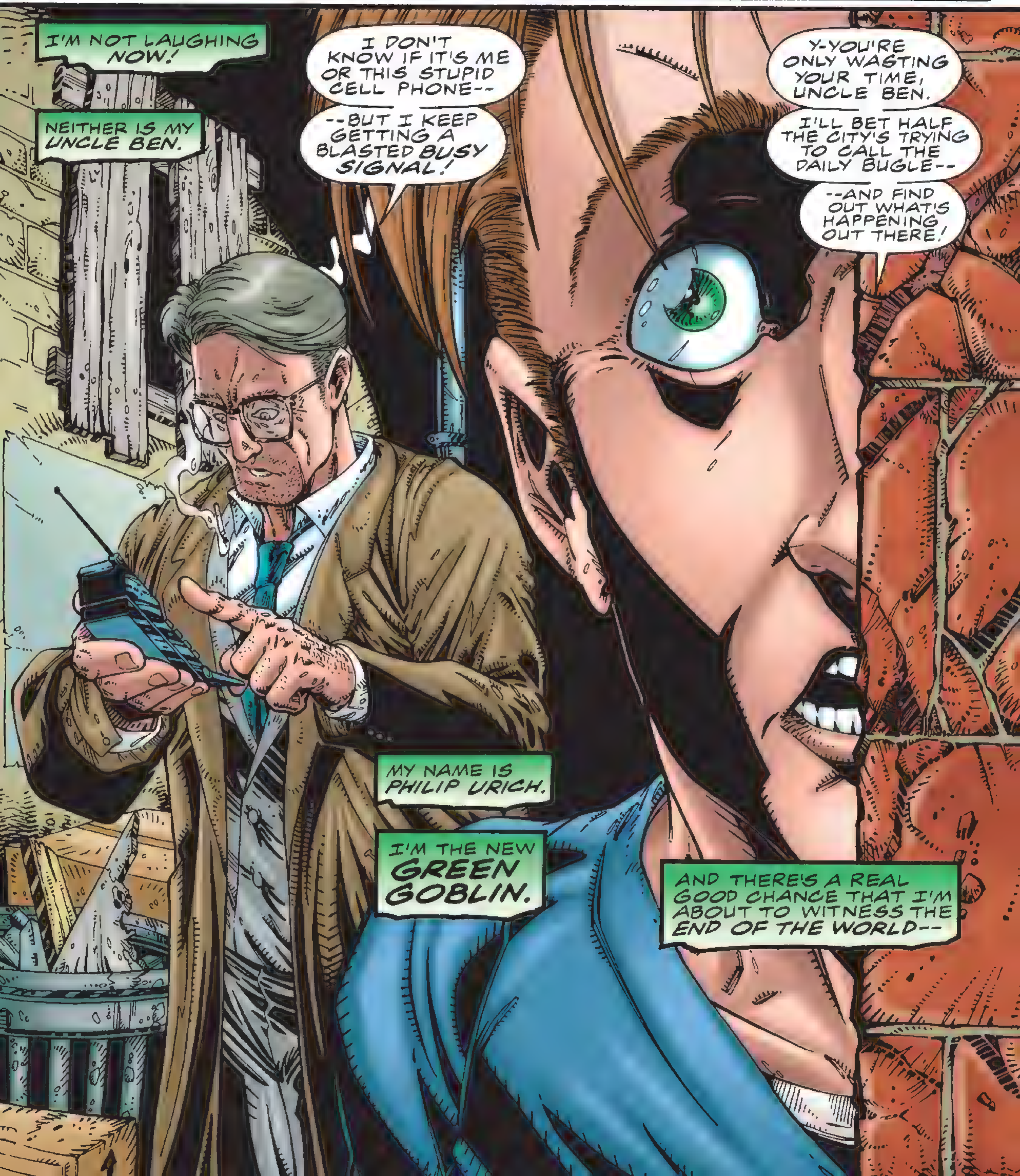


THEY USED TO SHOW
THESE CHEESY SCI-FI
FLICKS WHEN I WAS
A KID.

FILMED WITH A SPECIAL
EFFECTS BUDGET OF \$1.98,
GIANT MONSTERS WERE
ALWAYS TRYING TO
DESTROY MANKIND.

IRRADIATED INSECTS!
GROTESQUE ALIENS!
MUTATED HUMANS!
RAMPAGING ROBOTS!

OUTLANDISH BUG-EYED
CREATURES WHO FILLED
MY SATURDAY AFTER-
NOONS WITH MANY A
LAUGH!



I'M NOT LAUGHING
NOW!

NEITHER IS MY
UNCLE BEN.

I DON'T
KNOW IF IT'S ME
OR THIS STUPID
CELL PHONE--

--BUT I KEEP
GETTING A
BLASTED BUSY
SIGNAL!

Y-YOU'RE
ONLY WASTING
YOUR TIME,
UNCLE BEN.

I'LL BET HALF
THE CITY'S TRYING
TO CALL THE
DAILY BUGLE--

--AND FIND
OUT WHAT'S
HAPPENING
OUT THERE!

MY NAME IS
PHILIP URICH.

I'M THE NEW
**GREEN
GOBLIN.**

AND THERE'S A REAL
GOOD CHANCE THAT I'M
ABOUT TO WITNESS THE
END OF THE WORLD--



--BECAUSE GIANT ROBOTS
REALLY HAVE INVADED
NEW YORK CITY!

ACCORDING TO MY
UNCLE, THEY'RE
ACTUALLY CALLED
SENTINELS--

--AND THEY WERE
ORIGINALLY DESIGNED
TO LOCATE, CAPTURE
OR KILL SUPER-
POWERED
MUTANTS.

SOME PEOPLE THINK THEY'RE
HERE TO PROTECT US
REGULAR HUMANS FROM
SOME KIND OF MUTANT
TAKE-OVER.

OTHERS BELIEVE THE
MUTANTS TURNED THEM
AGAINST US.

WE'VE ALSO HEARD
RUMORS ABOUT A GUY
NAMED **ONSLAUGHT**
WHO SEEMS TO BE
BEHIND THIS MESS.*

THE DAILY BUGLE SENT
BEN TO GATHER THE
REAL FACTS.

ME, I JUST TAGGED ALONG
BECAUSE...WELL...

HE'S FAMILY, Y'KNOW?

WORD IS THAT THE FANTASTIC FOUR,
THE AVENGERS, AND EVEN SOME
X-MEN HAVE FORMED A UNITED
FRONT AGAINST **ONSLAUGHT**.

THESE COSTUMED GUYS ARE
REALLY GONNA NEED A TON
OF LUCK BECAUSE...

EVEN
THE **BRAVE** CAN
FALL!

STAN LEE PRESENTS A CRITICAL TURNING POINT IN
THE LIFE OF THE GREEN GOBLIN BY...
TOM DEFALCO--WRITER JOSH HOOD--PENCILER
DEREK FISHER--INKER JIM NOVAK--LETTERER
GREG WRIGHT--COLORIST TOM BREVOORT--EDITOR
BOB HARRAS--EDITOR IN CHIEF

*AS SEEN IN PRACTICALLY EVERY BOOK IN
THE BLAMED MARVEL LINE! --TOM



EVEN AS MY UNCLE CONFERES WITH JONAH JAMESON AND JOE ROBERTSON--

--I FOCUS MY ATTENTION ON LYNN WALSH AND MEREDITH CAMPBELL!

WHAT'S IT LIKE OUTSIDE?

SEE ANYTHING EXCITING?

YOU WRITING AN EYEWITNESS ACCOUNT?

ARE YOU OKAY, PHIL?



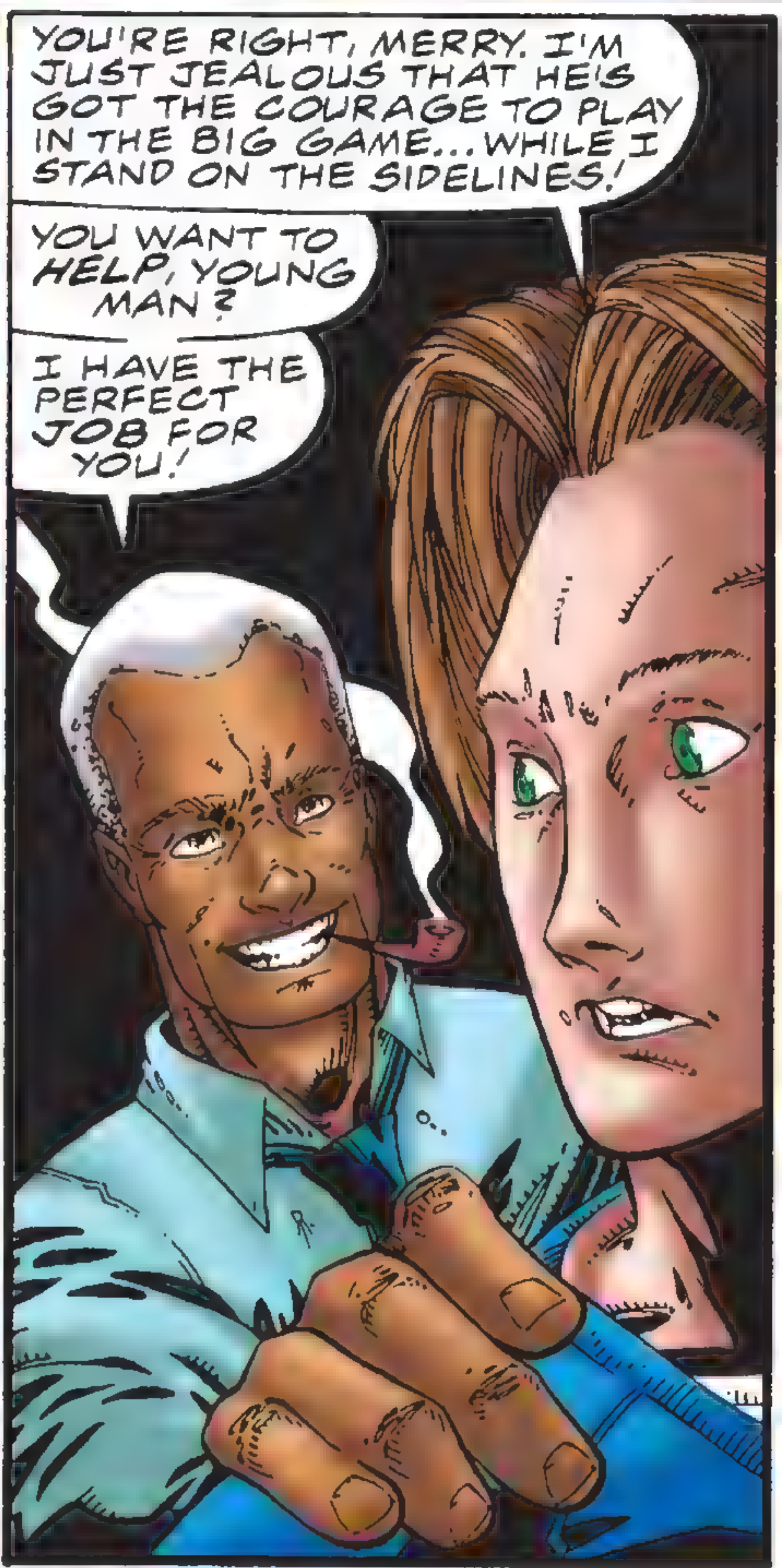
I... I GUESS SO, MERRY.

THIS JUST IN! THE NEW WARRIORS HAVE BEEN JOINED IN THEIR ATTEMPTS TO RETAKE THE BROOKLYN BRIDGE--

--BY DARKHAWK AND THE STEEL SPIDER!

THE STEEL SPIDER?! I CAN'T BELIEVE THAT A LOSER LIKE HIM WOULD EVEN BOTHER!

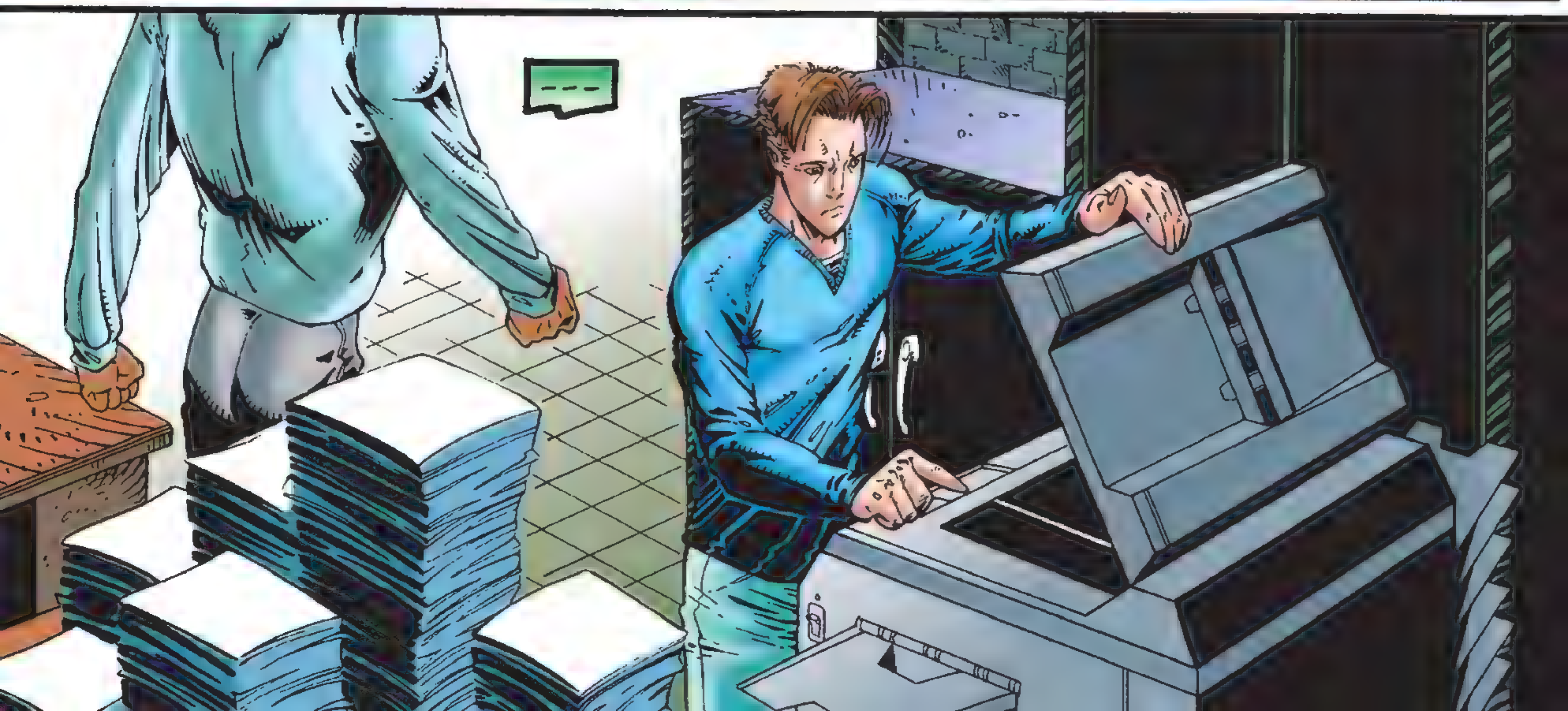
HEY! THE GUY MAY NOT BE A FIRST STRINGER, BUT GIVE HIM SOME CREDIT FOR PITCHING IN.



YOU'RE RIGHT, MERRY. I'M JUST JEALOUS THAT HE'S GOT THE COURAGE TO PLAY IN THE BIG GAME...WHILE I STAND ON THE SIDELINES!

YOU WANT TO HELP, YOUNG MAN?

I HAVE THE PERFECT JOB FOR YOU!





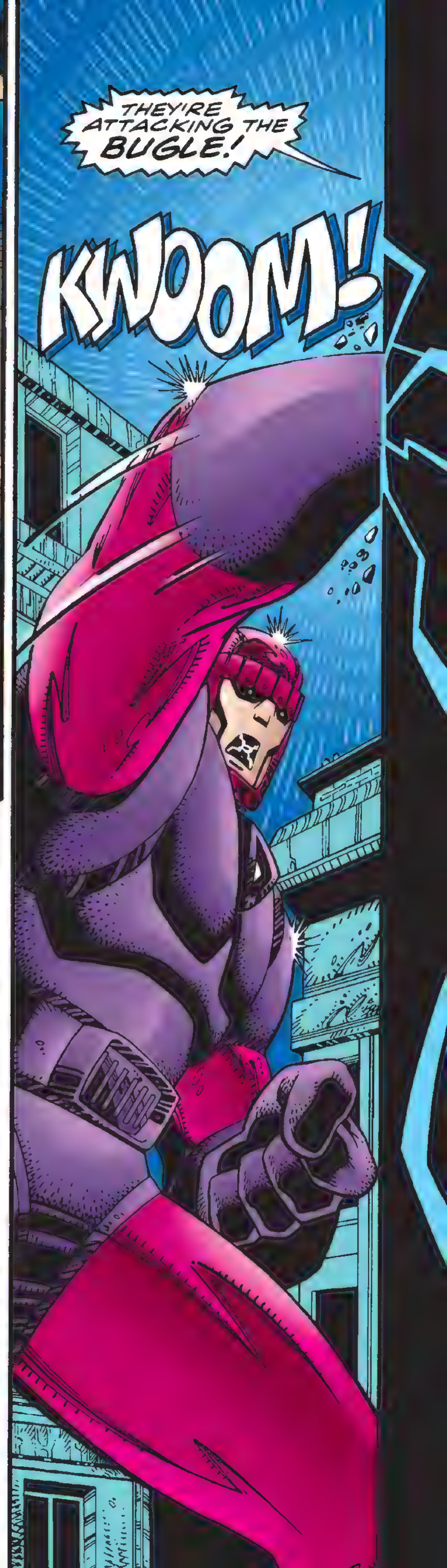
I'M STILL FEELING SORRY FOR MYSELF A FEW MINUTES LATER, WHEN THE WHOLE PLACE SUDDENLY STARTS A'ROCKING AND A'ROLLING!

WHA--WHAT'S HAPPENING?!

I-IT'S EITHER AN EARTHQUAKE-- OR SOMEONE'S DETONATED A BOMB!

I'M AFRAID THE NEWS IS EVEN WORSE, PEOPLE!

IT'S THE SENTINELS--!



THEY'RE ATTACKING THE BUGLE!

KWOOOM!

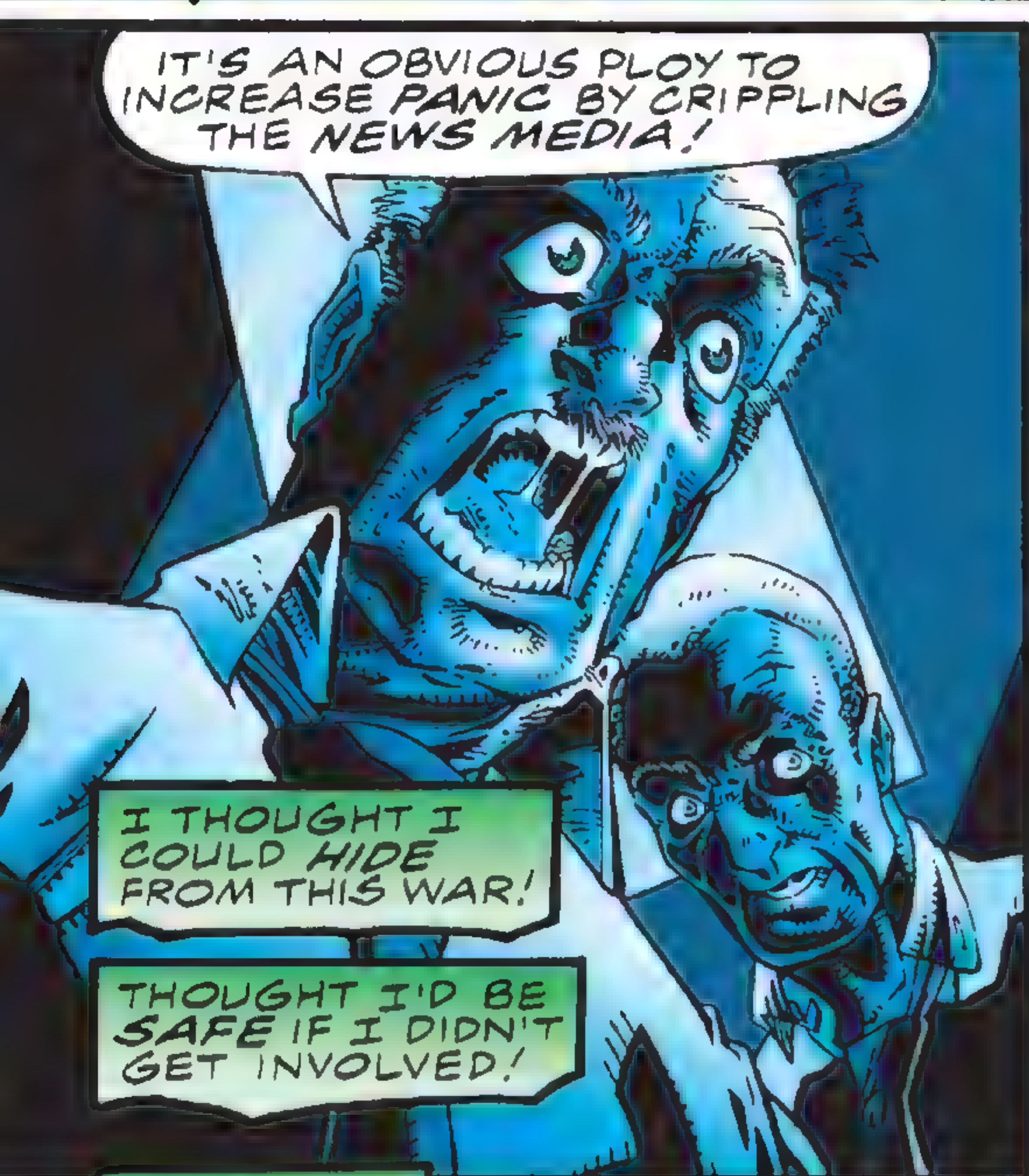


I CAN BE SUCH A TOTAL DORK!

WE'VE LOST LIGHTS... POWER!

THAT METAL MONSTER MUST HAVE TARGETED OUR ELECTRICAL SYSTEM!

HE'S TRYING TO SHUT US DOWN!



IT'S AN OBVIOUS PLOY TO INCREASE PANIC BY CRIPPLING THE NEWS MEDIA!

I THOUGHT I COULD HIDE FROM THIS WAR!

THOUGHT I'D BE SAFE IF I DIDN'T GET INVOLVED!

AS IF--!



EASY DOES IT, LYNN! YOU TOOK A REAL NASTY SPILL!

DON'T WORRY ABOUT ME, PHIL! GO FIND MERRY!

THE THREE OF US NEED TO REACH THE ROOF!



THE ROOF?! WHAT ARE WE GOING TO FIND UP THERE?

A PANORAMIC VIEW OF THE ENTIRE AREA! THINK ABOUT IT, MEREDITH! WE'LL HAVE A NEW ANGLE ON THIS WHOLE SENTINEL THING THAT WE CAN EXPLOIT INTO A COUPLE OF EYEWITNESS REPORTS!

GET REAL, PHIL! JAMESON WILL FIND A WAY TO PUBLISH!

ARE YOU CRAZY, GIRL? IT COULD BE DANGEROUS!

BESIDES, THERE AIN'T GONNA BE A PAPER WITHOUT POWER!

HE'S GOT NO CHOICE! HE CAN'T... HE WON'T... SHIRK HIS RESPONSIBILITY TO THE PUBLIC!

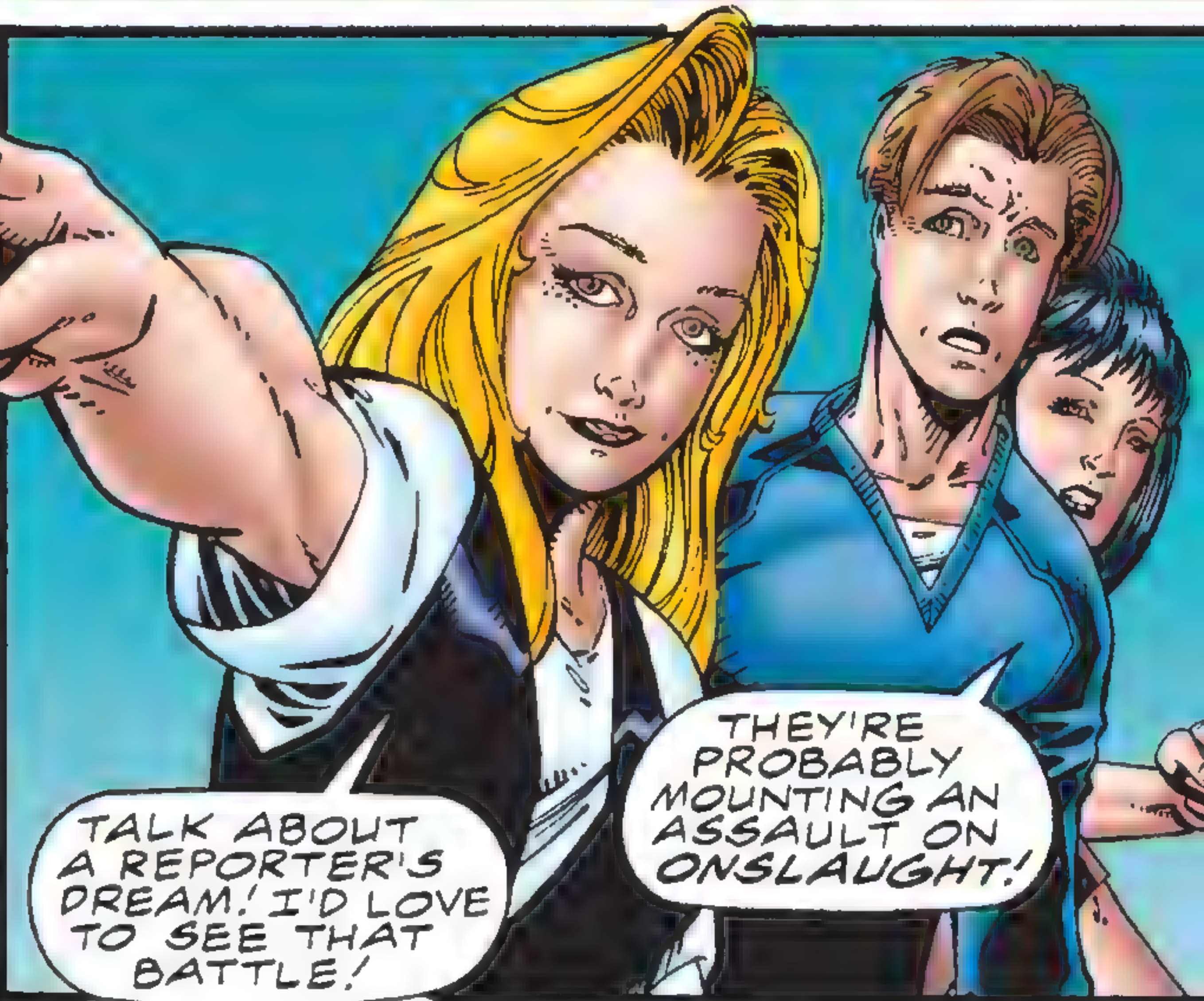
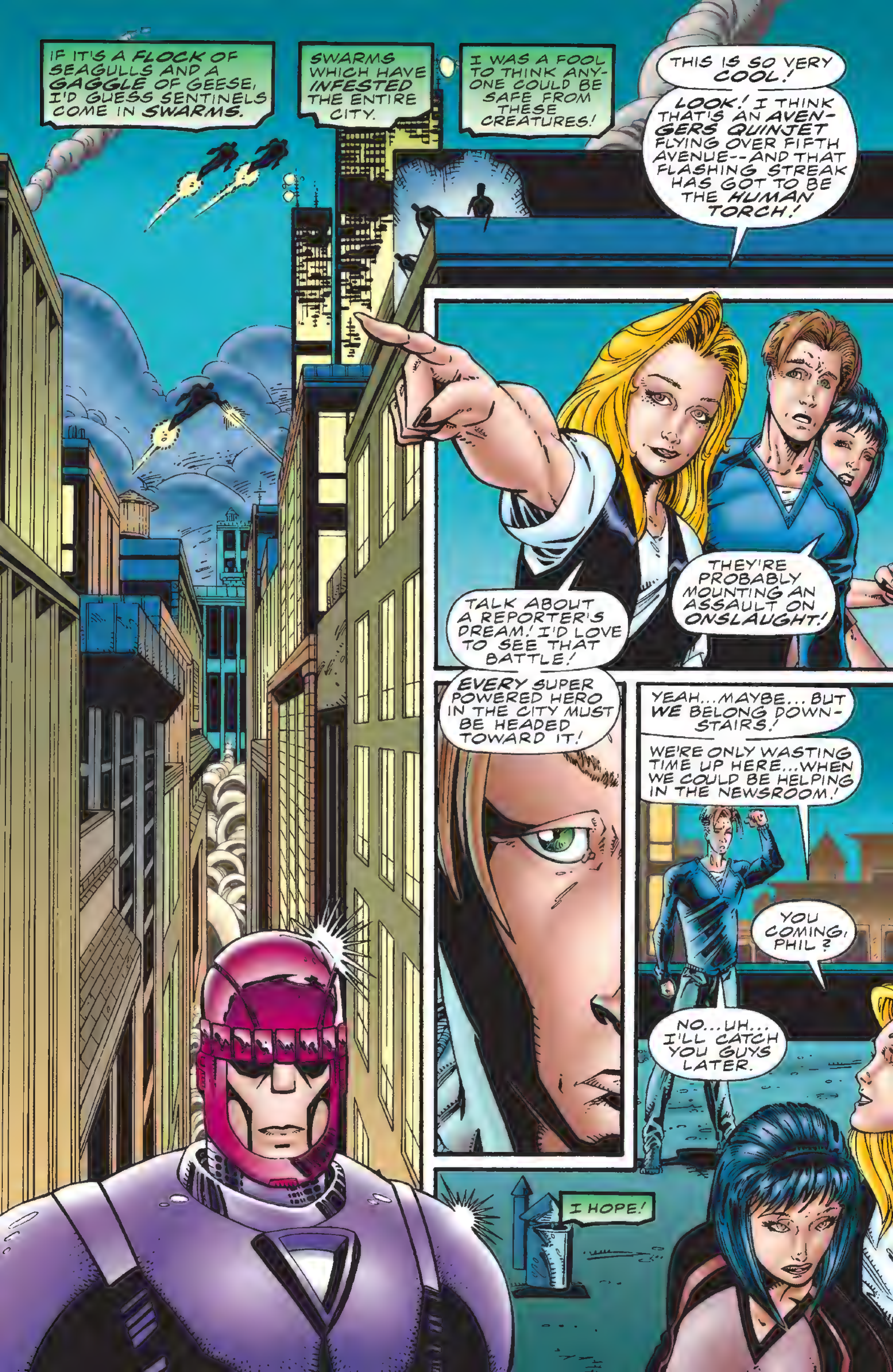
IF IT'S A FLOCK OF SEAGULLS AND A GAGGLE OF GEESE, I'D GUESS SENTINELS COME IN SWARMS.

SWARMS WHICH HAVE INFESTED THE ENTIRE CITY.

I WAS A FOOL TO THINK ANY-ONE COULD BE SAFE FROM THESE CREATURES!

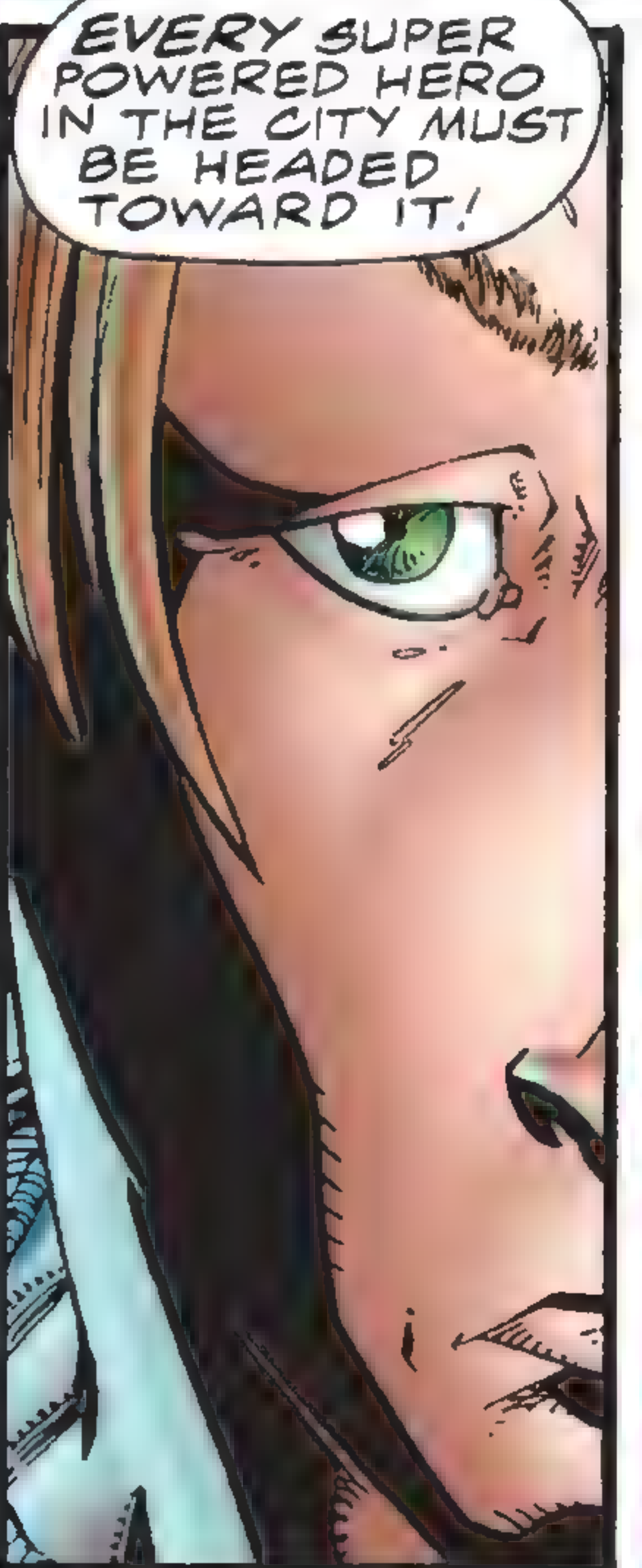
THIS IS SO VERY COOL!

LOOK! I THINK THAT'S AN AVENGERS QUINJET FLYING OVER FIFTH AVENUE--AND THAT FLASHING STREAK HAS GOT TO BE THE HUMAN TORCH!



TALK ABOUT A REPORTER'S DREAM! I'D LOVE TO SEE THAT BATTLE!

THEY'RE PROBABLY MOUNTING AN ASSAULT ON ONSLAUGHT!



EVERY SUPER POWERED HERO IN THE CITY MUST BE HEADED TOWARD IT!

YEAH...MAYBE... BUT WE BELONG DOWN-STAIRS!

WE'RE ONLY WASTING TIME UP HERE...WHEN WE COULD BE HELPING IN THE NEWSROOM!



YOU COMING, PHIL?

NO...UH... I'LL CATCH YOU GUYS LATER.



I HOPE!

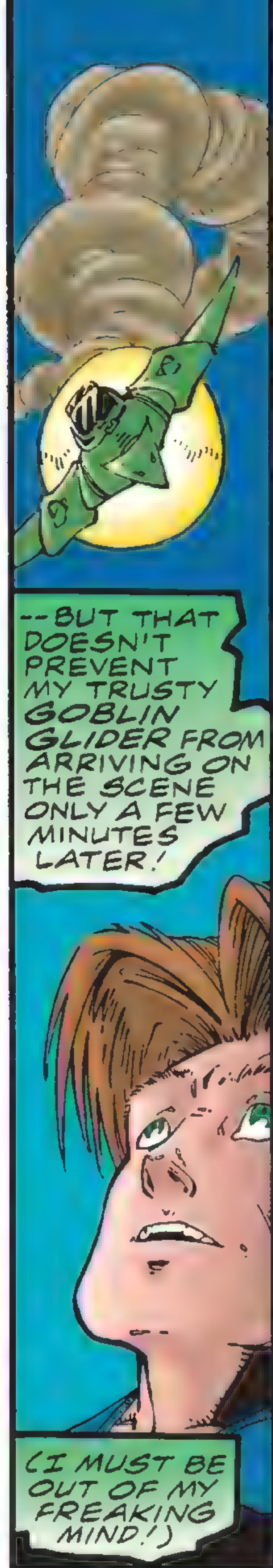


I KNOW I'M GONNA REGRET THIS IN THE MORNING--

--(IF I SHOULD LIVE THAT LONG)--

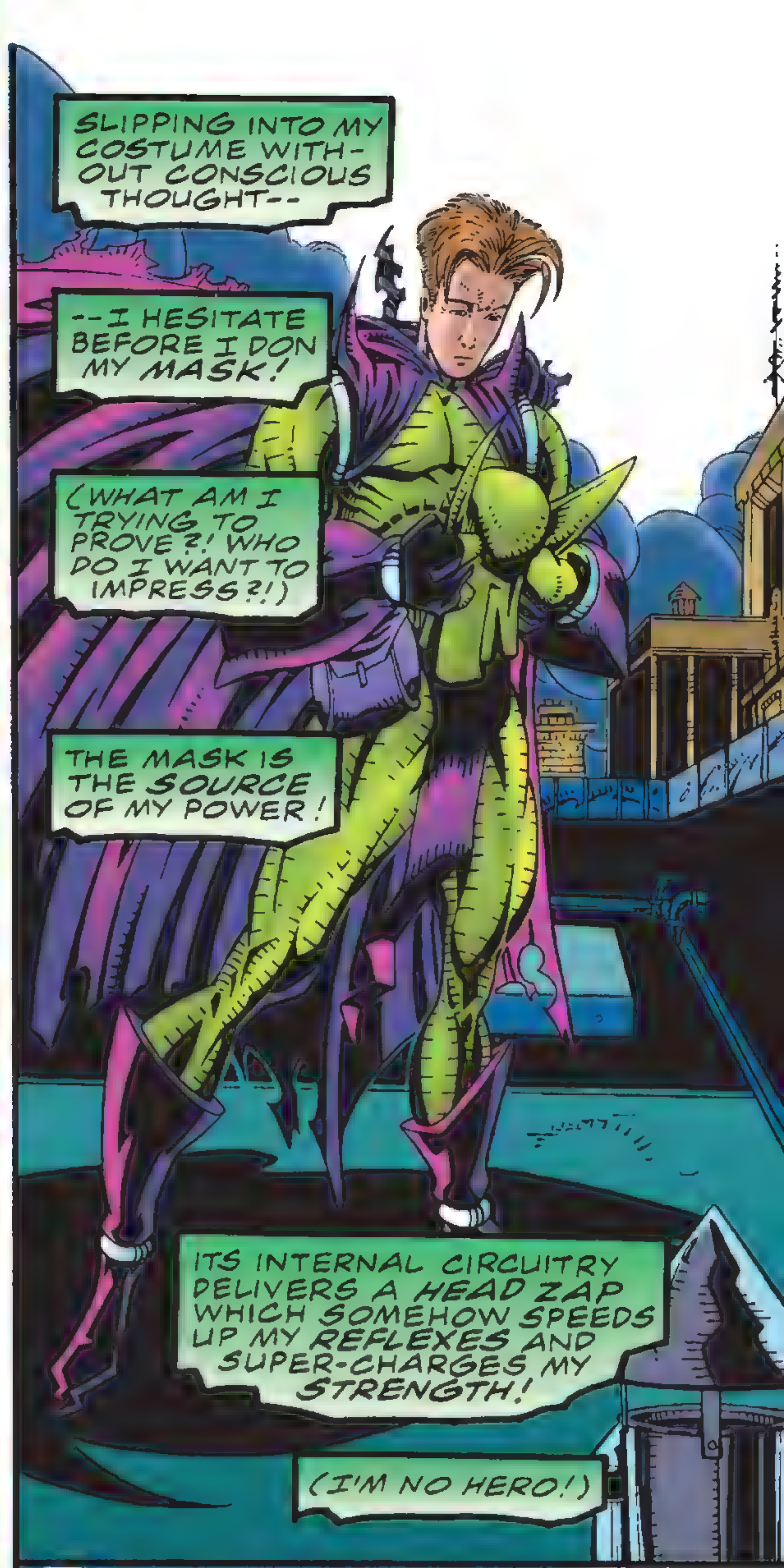
--BUT I'M THROUGH WARMING THE BENCH!

I'M SO NERVOUS THAT MY FINGERS SHAKE AS I ACTIVATE MY TRUSTY REMOTE CONTROL--



--BUT THAT DOESN'T PREVENT MY TRUSTY GOBLIN GLIDER FROM ARRIVING ON THE SCENE ONLY A FEW MINUTES LATER!

(I MUST BE OUT OF MY FREAKING MIND!)



SLIPPING INTO MY COSTUME WITHOUT CONSCIOUS THOUGHT--

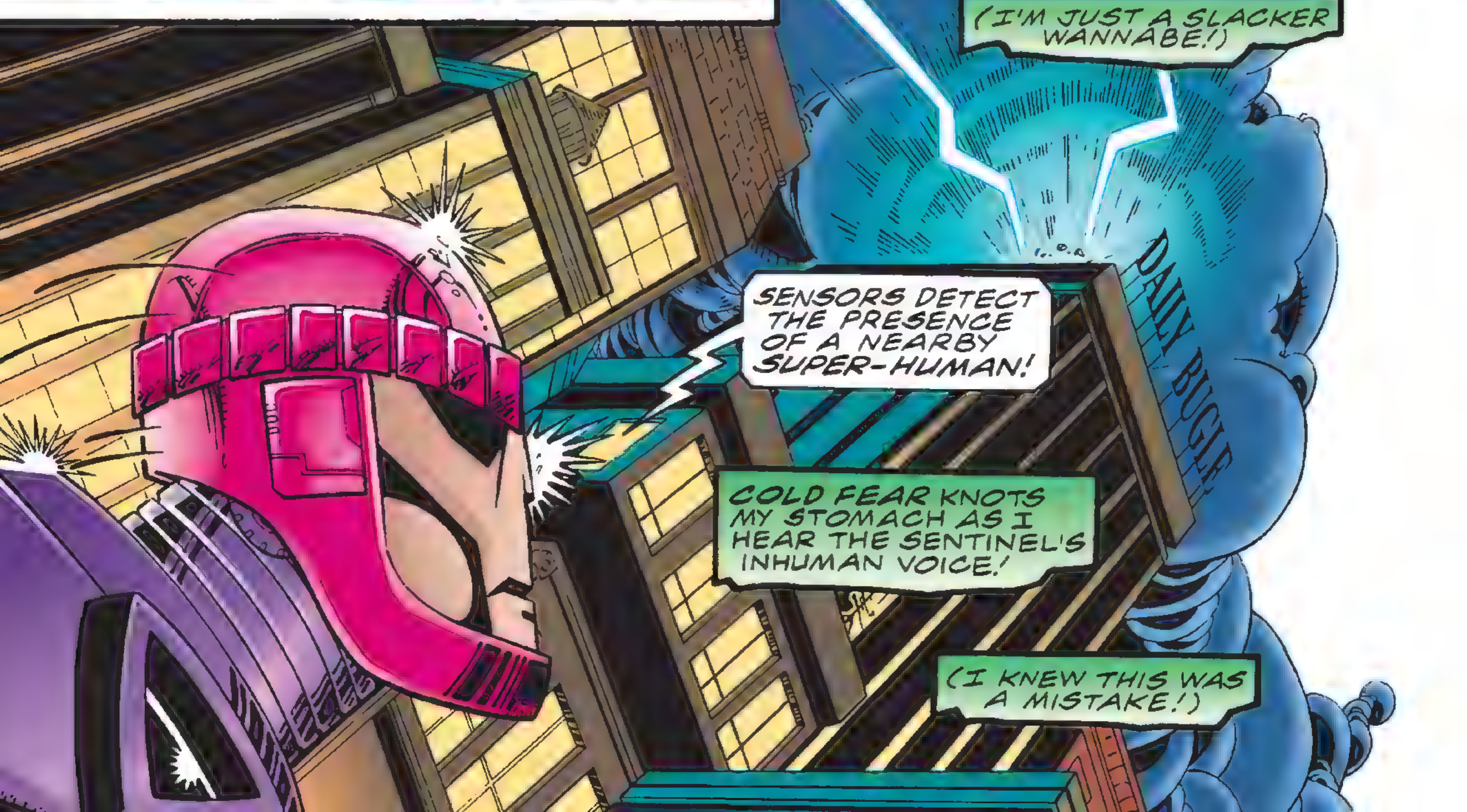
--I HESITATE BEFORE I DON MY MASK!

(WHAT AM I TRYING TO PROVE?! WHO DO I WANT TO IMPRESS?!)

THE MASK IS THE SOURCE OF MY POWER!

ITS INTERNAL CIRCUITRY DELIVERS A HEAD ZAP WHICH SOMEHOW SPEEDS UP MY REFLEXES AND SUPER-CHARGES MY STRENGTH!

(I'M NO HERO!)



(I'M JUST A SLACKER WANNABE!)

SENSORS DETECT THE PRESENCE OF A NEARBY SUPER-HUMAN!

COLD FEAR KNOTS MY STOMACH AS I HEAR THE SENTINEL'S INHUMAN VOICE!

(I KNEW THIS WAS A MISTAKE!)

BUT THE GREEN GOBLIN DEALS WITH FEAR IN HIS OWN UNIQUE MANNER!

HA HA HA HA HA!

PWOOM!
PWOOM!

DAMAGE TO
EPIDERMAL LAYER
FROM CONCUSSION
GRENADES:
INCONSEQUENTIAL.

INITIATING
COUNTER-
OFFENSIVE!

AW, MAN!
I HOPE YOU'RE
ONLY HYPING
YOURSELF,
ROBO-BRAIN--

--BECAUSE I'D
REALLY HATE TO
THINK ALL THOSE
PUMPKIN BOMBS
WENT TO WASTE!

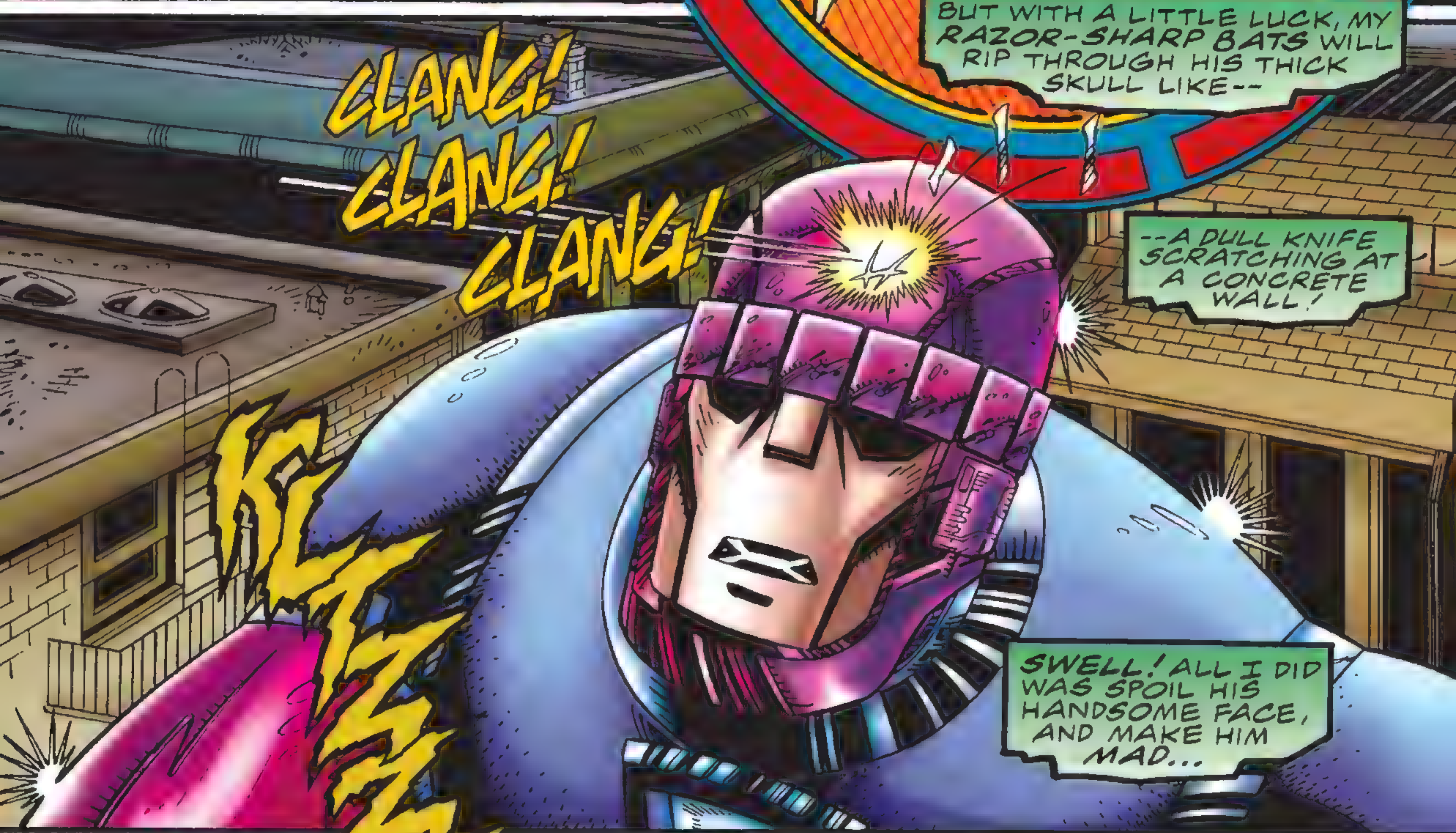
THIS METAL MUPPET IS
A LOT TOUGHER THAN
HE LOOKS--



--AND HE LOOKS LIKE
HE COULD STOMP AN
ARMY OF HULKS!

BUT WITH A LITTLE LUCK, MY
RAZOR-SHARP BATS WILL
RIP THROUGH HIS THICK
SKULL LIKE--

--A DULL KNIFE
SCRATCHING AT
A CONCRETE
WALL!



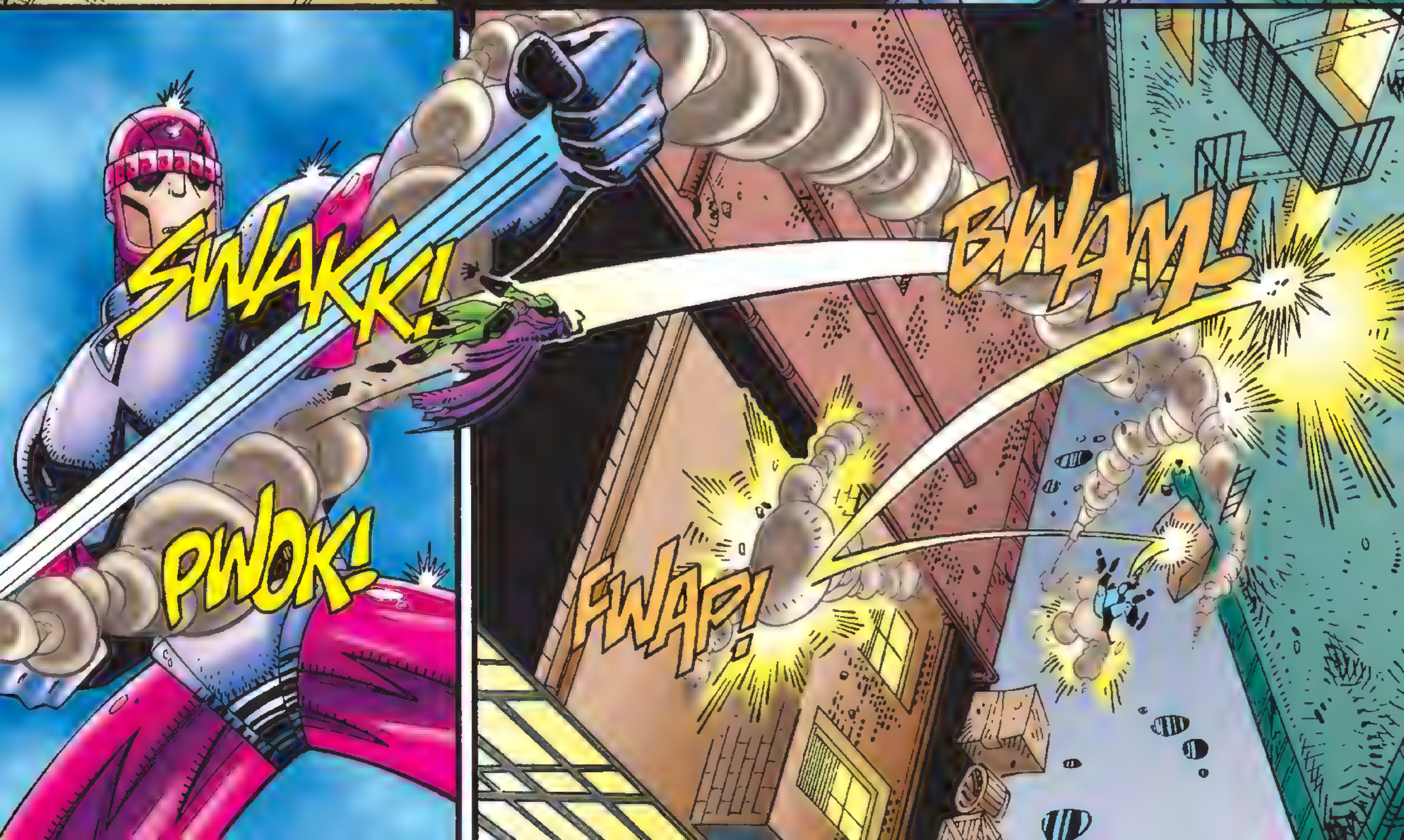
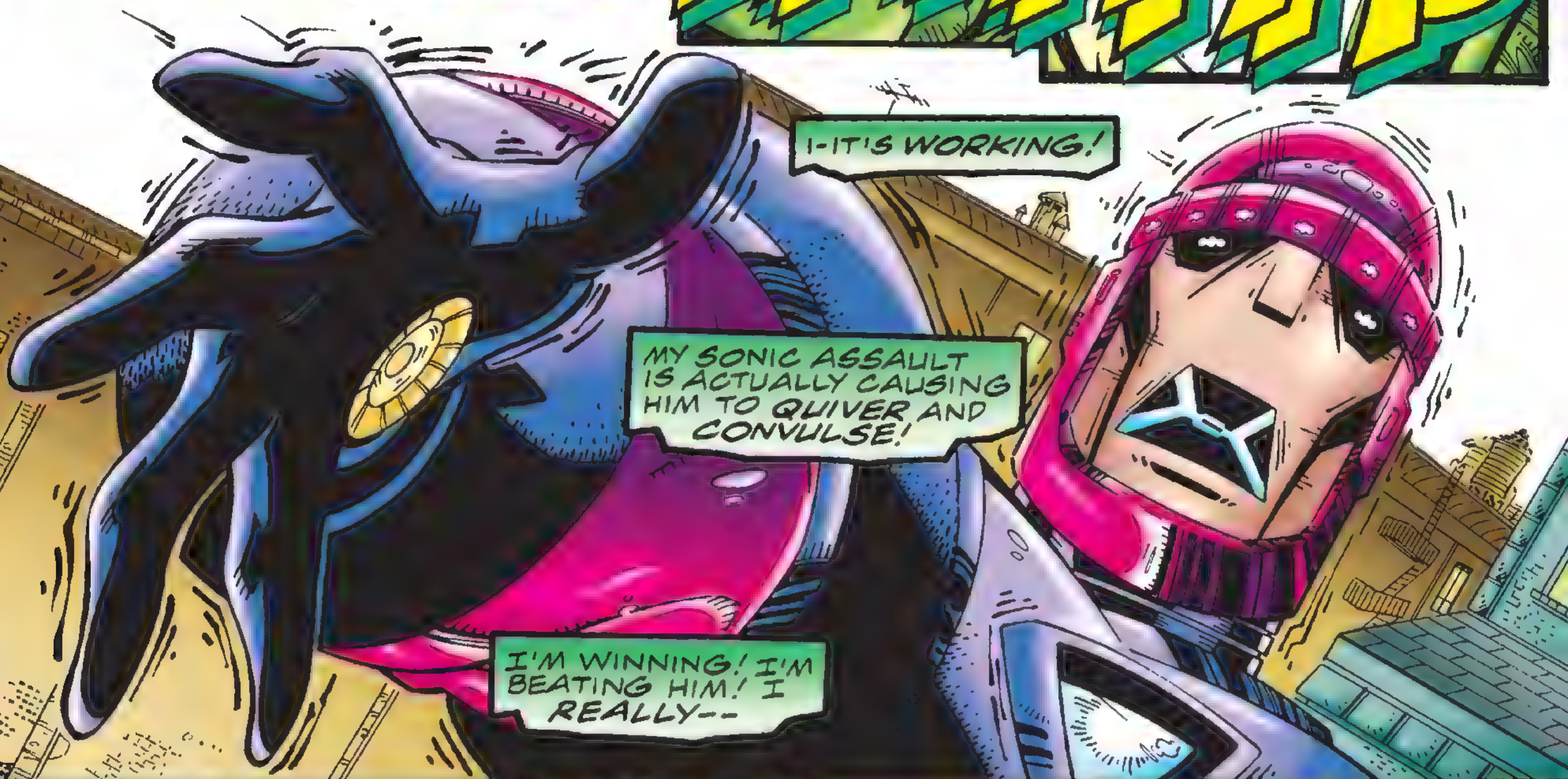
CLANG!
CLANG!
CLANG!

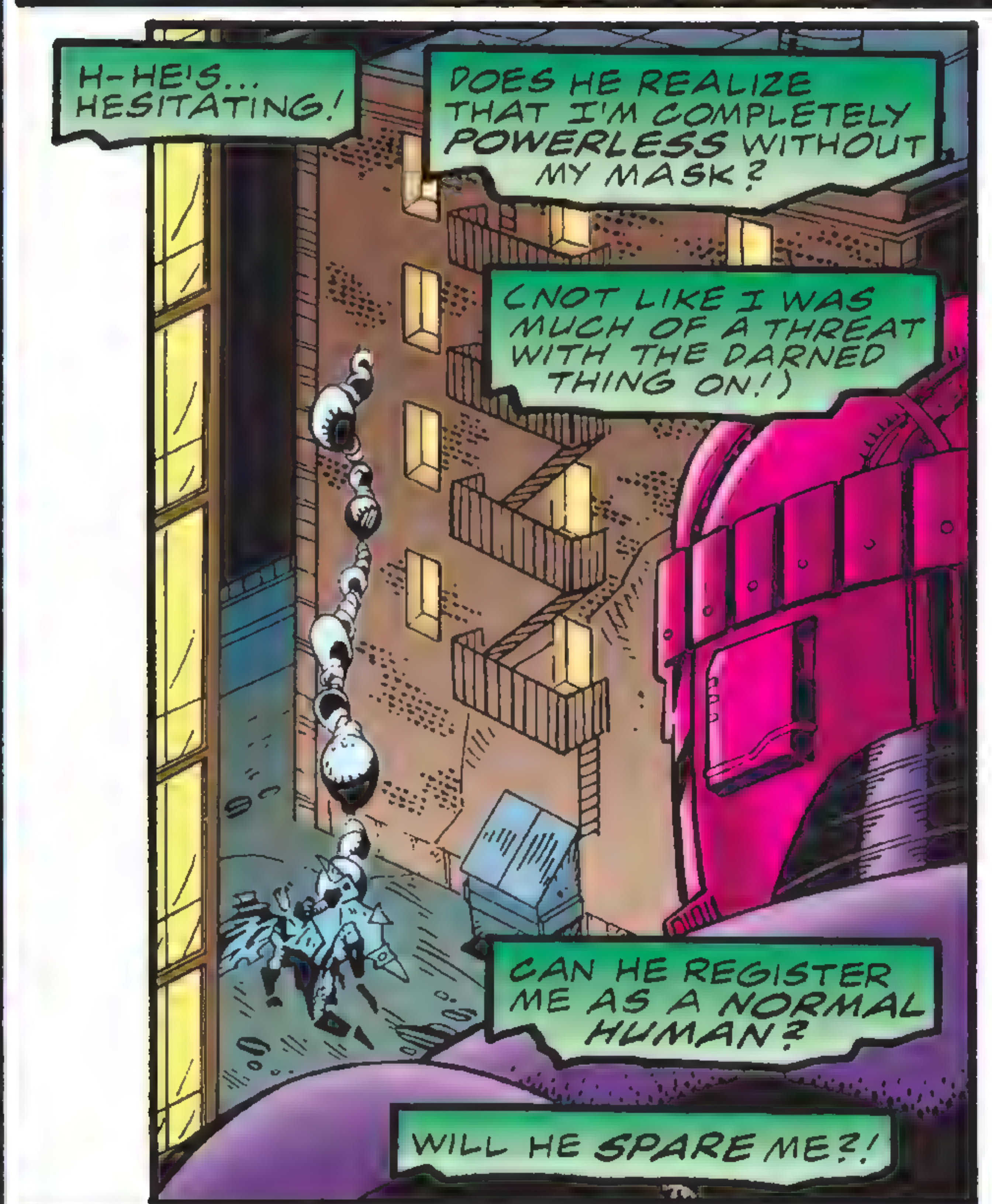
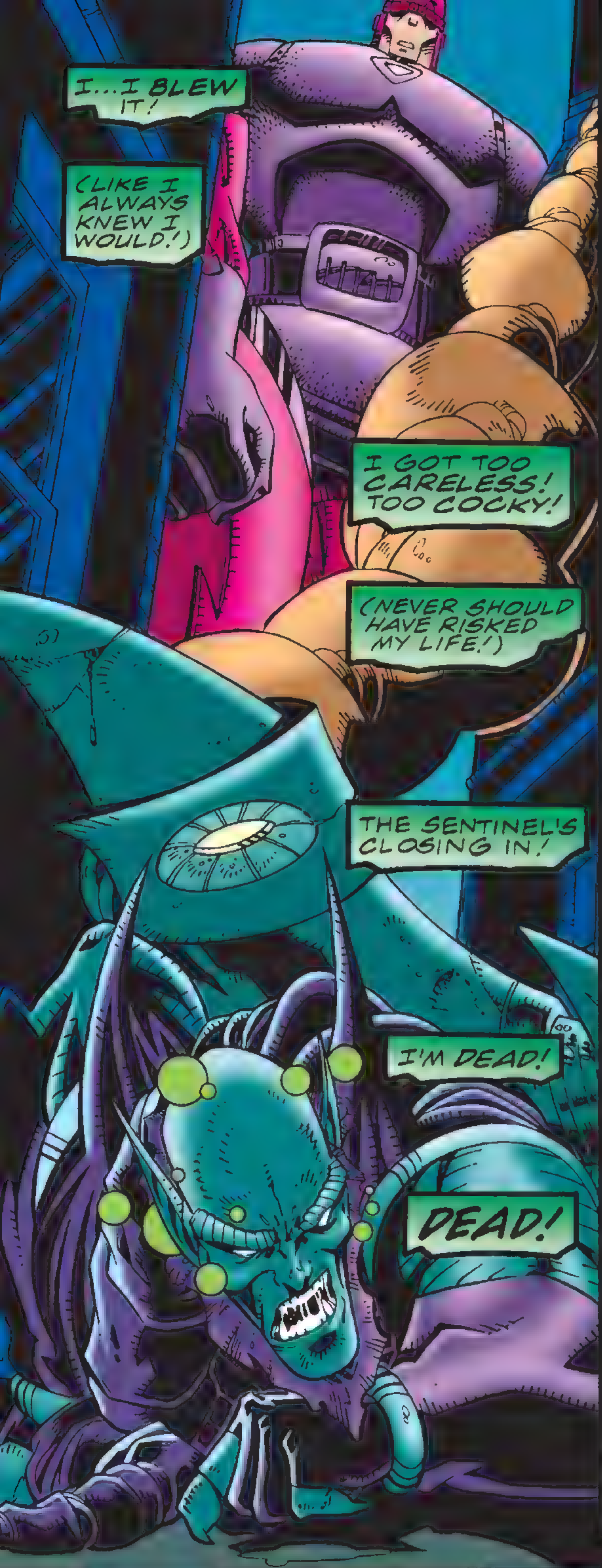
SWELL! ALL I DID
WAS SPOIL HIS
HANDSOME FACE,
AND MAKE HIM
MAD...



REAL MAD!

I'M DESTINED TO BE
A FRIED GREEN GUMBO
UNLESS I PULL OUT
ALL THE STOPS, AND
QUICKLY UNLEASH--





I NEVER HAD A CHANCE AGAINST THAT MONSTER!

(I FAILED!)

NO ONE CAN BLAME ME! THAT THING MUST HAVE BEEN TWENTY FEET TALL!

(I FAILED JUST WHEN IT COUNTED MOST!)

(THE WORLD'S TEETERING ON THE EDGE OF DESTRUCTION, AND I'M COWERING BEHIND A TRASH BIN!)

(WHAT DID I EXPECT?)

(I'VE ALWAYS BEEN A FAILURE!)

(A LOSER!)

(A DISAPPOINTMENT TO EVERYONE!)

(ESPECIALLY MY PARENTS--)

WHAT'S WRONG WITH THAT BOY? WHY CAN'T HE GET HIS LIFE TOGETHER?

HE'S STILL TRYING TO FIND HIMSELF!

(--AND MY OLDER BROTHER!)

HA! HE'S A QUITTER AND A COWARD! HE BARELY SURVIVED HIGH SCHOOL, AND DROPPED OUT OF COLLEGE!

HE'LL NEVER HAVE A DECENT JOB OR AMOUNT TO ANYTHING!

(THE ONLY ONE WHO EVER HAD ANY FAITH IN ME WAS MY UNCLE BEN.)

YOU DO GOOD WORK WHEN YOU APPLY YOURSELF!

(HE GAVE ME A JOB, AND HOW DID I REPAY HIM?!)



(I SHOT OFF MY MOUTH AND ALMOST GOT HIM KILLED A FEW MONTHS AGO!)

(IT WAS ONLY DUMB LUCK THAT I STUMBLED UPON HARRY OSBORN'S SECRET STASH OF GOBLIN GOODIES!)

(I ORIGINALLY BECAME THE GREEN GOBLIN TO SAVE MY UNCLE.)

(I STAYED THE GOBLIN BECAUSE IT WAS A LOAD OF LAUGHS!)

(SURRE, I HAD SOME CLOSE CALLS, AND RAN ACROSS MY SHARE OF DERANGE-OS--)

(--BUT I STILL HAD A BLAST!)

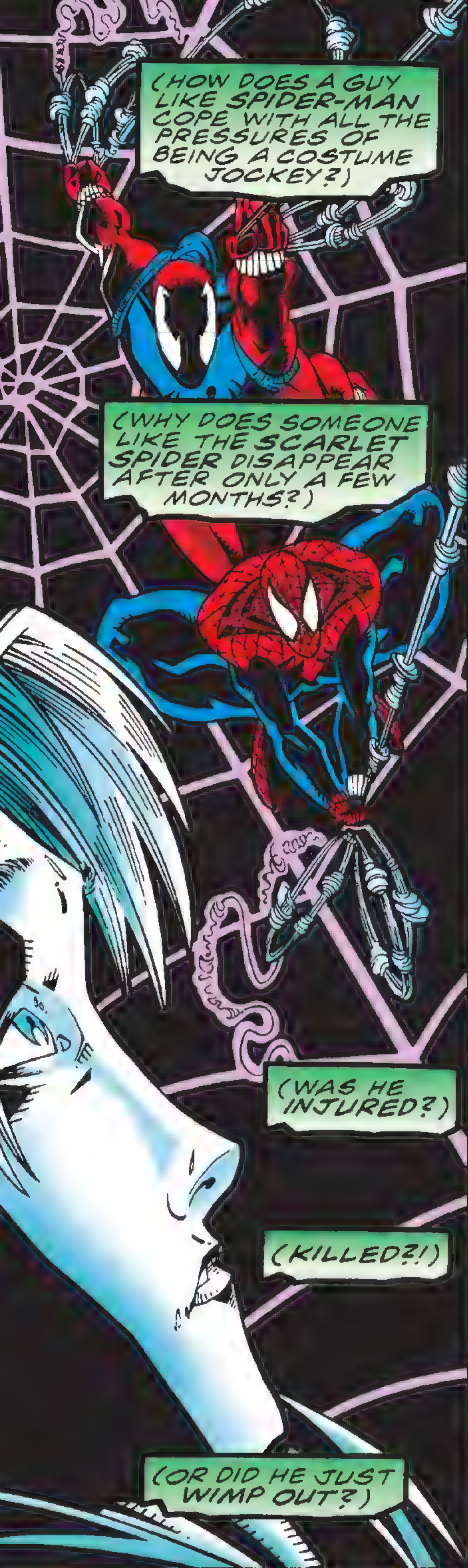


(THAT PART OF MY LIFE IS OVER!)

(I CAN'T BE THE GOBLIN WITHOUT THE MASK--)

(--AND THE SENTINEL WILL RETURN--)

(--IF I PUT THE MASK ON!)



(HOW DOES A GUY LIKE SPIDER-MAN COPE WITH ALL THE PRESSURES OF BEING A COSTUME JOCKEY?)

(WHY DOES SOMEONE LIKE THE SCARLET SPIDER DISAPPEAR AFTER ONLY A FEW MONTHS?)

(WAS HE INJURED?)

(KILLED?!)

(OR DID HE JUST WIMP OUT?)



(WHAT ABOUT DARE-DEVIL?!)

(I HEARD HE'S FIGHTING SENTINELS, BUT HE DOESN'T SEEM TO HAVE ANY OBVIOUS SUPER POWERS.)

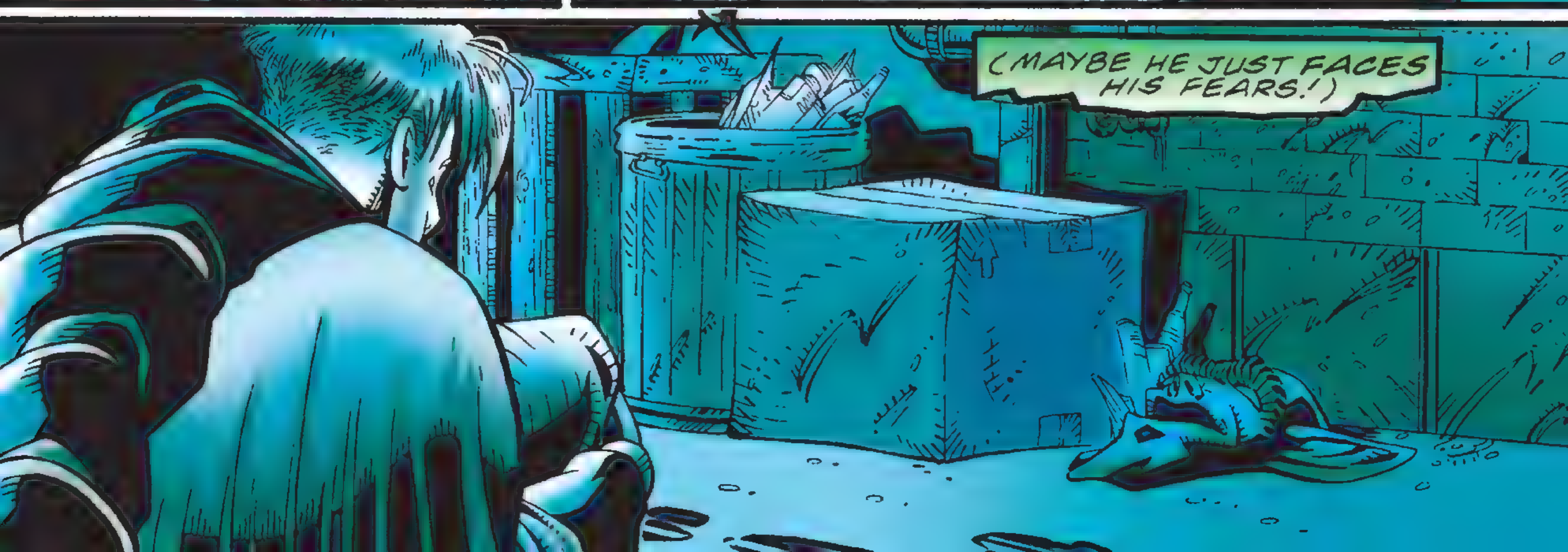
(I KNOW FOR A FACT THAT MY MASK MAKES ME STRONGER AND FASTER THAN HIM!)

(WHAT'S HIS SECRET?)

(PEOPLE CALL HIM THE MAN WITHOUT FEAR!)

(RIDICULOUS!)

(EVERYBODY'S AFRAID OF SOMETHING!)



(MAYBE HE JUST FACES HIS FEARS!)

(MAYBE
HE JUST
REFUSES
TO BE CON-
TROLLED
BY THEM!)

I NEVER INTENDED
TO BE A HERO.

NEVER
WANTED THE
HASSLES--

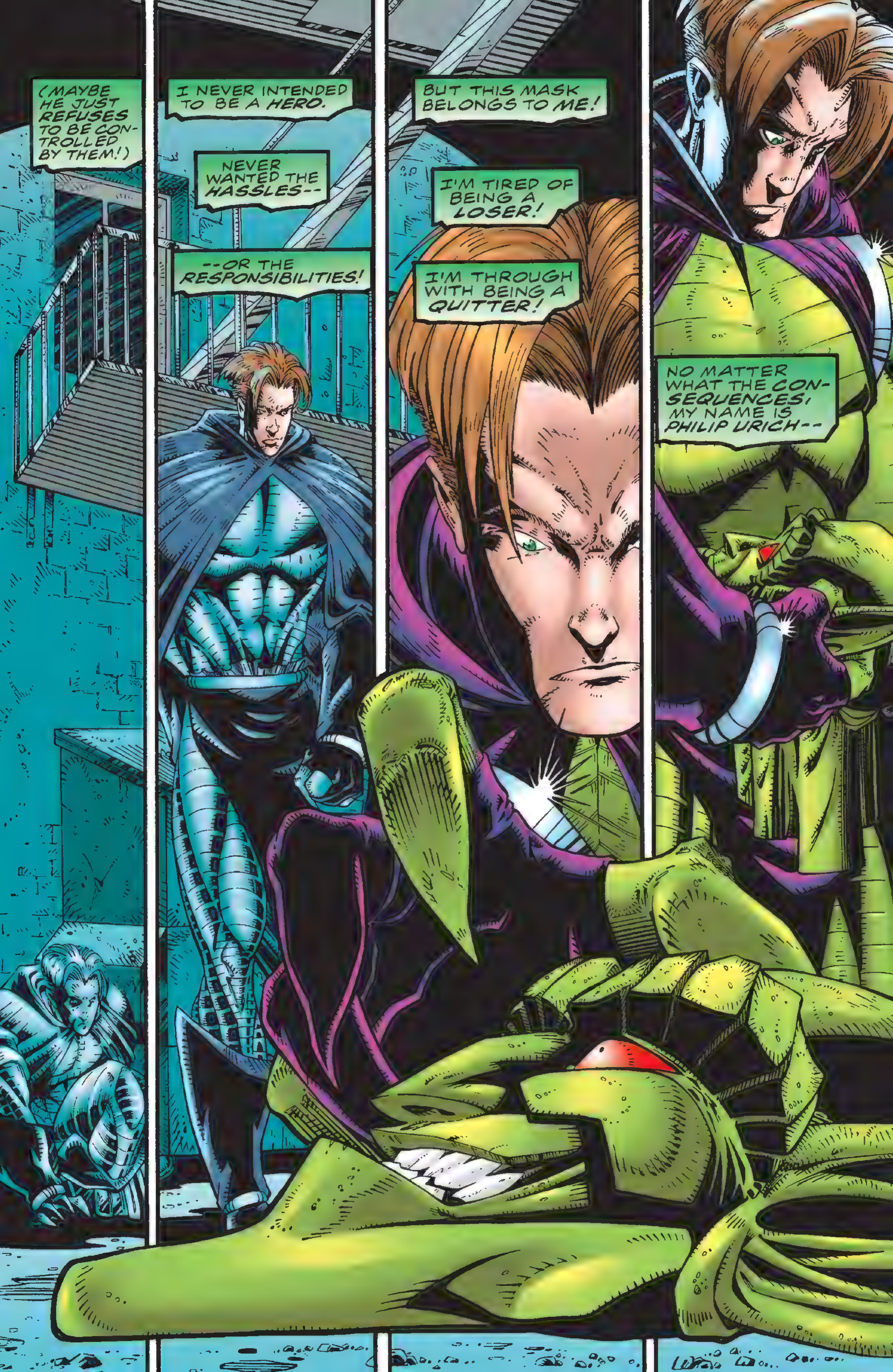
--OR THE
RESPONSIBILITIES!

BUT THIS MASK
BELONGS TO ME!

I'M TIRED OF
BEING A
LOSER!

I'M THROUGH
WITH BEING A
QUITTER!

NO MATTER
WHAT THE CON-
SEQUENCES,
MY NAME IS
PHILIP URICH--





-AND I AM THE
**GREEN
GOBLIN!**

**HA
HA
HA
HA
HA**

AS IF THE ODDS WEREN'T
ALREADY STACKED
AGAINST ME--

--MY GLIDER ISN'T
RESPONDING AS
GOOD AS USUAL!

IT MUST HAVE BEEN
DAMAGED IN
THE CRASH!

I SHOULD HAVE
TERMINATED YOU
EARLIER--

--BUT MY
PROGRAMMING
PREVENTED ME
FROM HARMING A
HELPLESS HUMAN!

UH-OH! MY FORMER
PLAYMATE ISN'T
EXACTLY JUMPING
FOR JOY AT
MY RETURN!

YOU HAVE SOME-
HOW REGAINED
YOUR SUPER-
HUMAN ABILITIES!

YEAH!

LUCKY ME!

I BARELY MANAGE TO
DODGE HIS FIRST FEW
BLASTS, BUT MY GLIDER
IS ALREADY STARTING
TO FLAKE!

A PROLONGED AERIAL
BATTLE IS OUT OF
THE QUESTION--

--AND I ALREADY
KNOW THAT MY
STANDARD WEAPONRY
CAN'T HURT THIS
STEEL SUCKER!

WHAT DOES
YOUR PROGRAMMING
SAY ABOUT A
STUPID HUMAN?

THERE'S GOTTA
BE A WAY TO
CAP THIS
CREEP!

THERE'S JUST
GOTTA BE A--
HEYYYYY!

YOUR DESTRUCTION IS INEVITABLE!

FLIGHT WILL NOT SAVE YOU!

MAYBE!

BUT YOU CAN'T BLAME A GUY FOR TRYING!

KWAM!

ODD! MY QUARRY HAS FLED TO THE NORTHWEST--

--BUT I NOW DETECT HIM APPROACHING FROM--

--THE SOUTHEAST?!

THAT'S BECAUSE I MERELY CIRCLED THE BLOCK, BUNKY!

THIS HAS GOT TO BE THE WACKIEST STUNT I'VE EVER ATTEMPTED!

MY TIMING MUST BE PERFECT! I WON'T GET A SECOND CHANCE!

I'VE ALREADY STRAPPED MY REMAINING PUMPKIN BOMBS TO THE GLIDER--



--AND KICKED MY TRUSTY STEED INTO KAMIKAZE MODE!

TURN AROUND, YOU STEEL-PLATED STOOGE!

FACE ME!

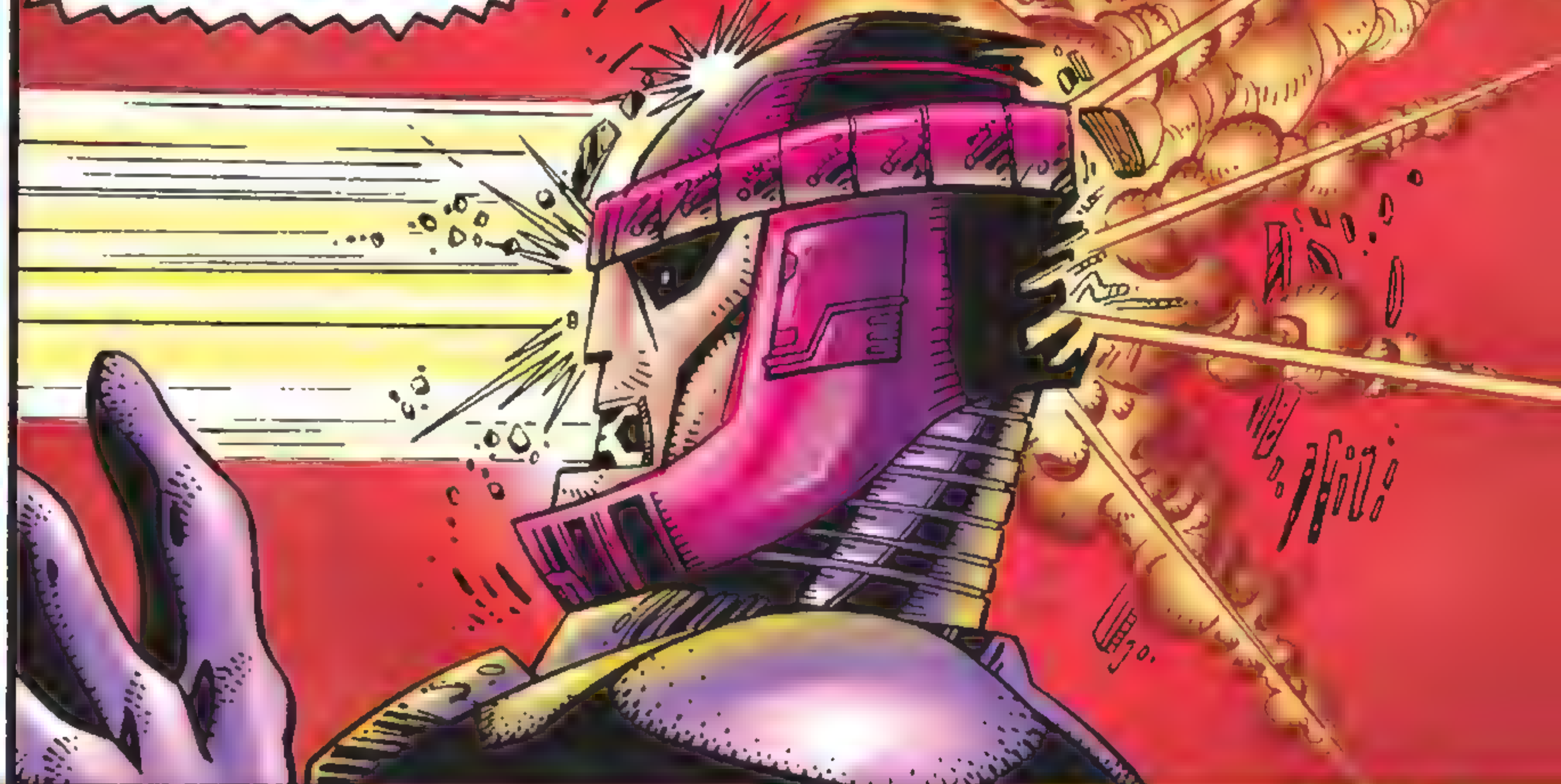


TIME TO EJECT--!

I'VE GOT A LITTLE PRESENT FOR YOU, AND I WANT IT--

--IN YOUR EYE, ROBOT GUY!

HAHAHAHA!



PWAKA-

BWOOM!

THE FORCE OF THE BLAST SENDS ME SPIRALLING TOWARD A NEARBY ROOFTOP--

--AND MY RIVET-FILLED RIVAL AND I KISS THE GROUND AT THE IDENTICAL MOMENT!



I, HOWEVER,
EVENTUALLY
REGAIN CON-
SCIOUSNESS.

WHILE I SINCERELY DOUBT
THAT THE WAR AGAINST
ONSLAUGHT WILL BE
SWAYED BECAUSE THERE'S
ONE LESS SENTINEL
ON THE STREETS--

--THIS IS ONE
VICTORY WHICH
I'LL ALWAYS
SAVOR!

UNFORTUNATELY,
MY GREATEST
WIN IS ALSO MY
GREATEST
LOSS!

A STRAY CHUNK OF
DEBRIS CAUGHT
ME IN THE FACE
AS I FELL FROM
THE SKY.

MY MASK-- AND ITS
DELICATE INTERNAL
CIRCUITRY-- MAY BE
DAMAGED BEYOND
REPAIR!

AND MY REIGN
AS THE GREEN
GOBLIN MAY
HAVE FINALLY
COME TO A
RATHER ABRUPT
END!

NEXT ISSUE: THE FINAL
CHAPTER IN THE SAGA
OF OUR EMERALD IDOL!
WHATEVER YOU DO,
WHEREVER YOU GO, YOU
MUST NOT MISS THE
MOST OFFBEAT ENDING
OF ALL...

**"TO GLIDE
NO MORE!"**

MARVEL[®]
COMICS
SPIDER-MAN[®]
SEPT '96 72

SPIDER-MAN

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THIS MONTH'S
MUST-READ
MARVEL COMICS

AMLAUGHT
IMPACT 2[™]



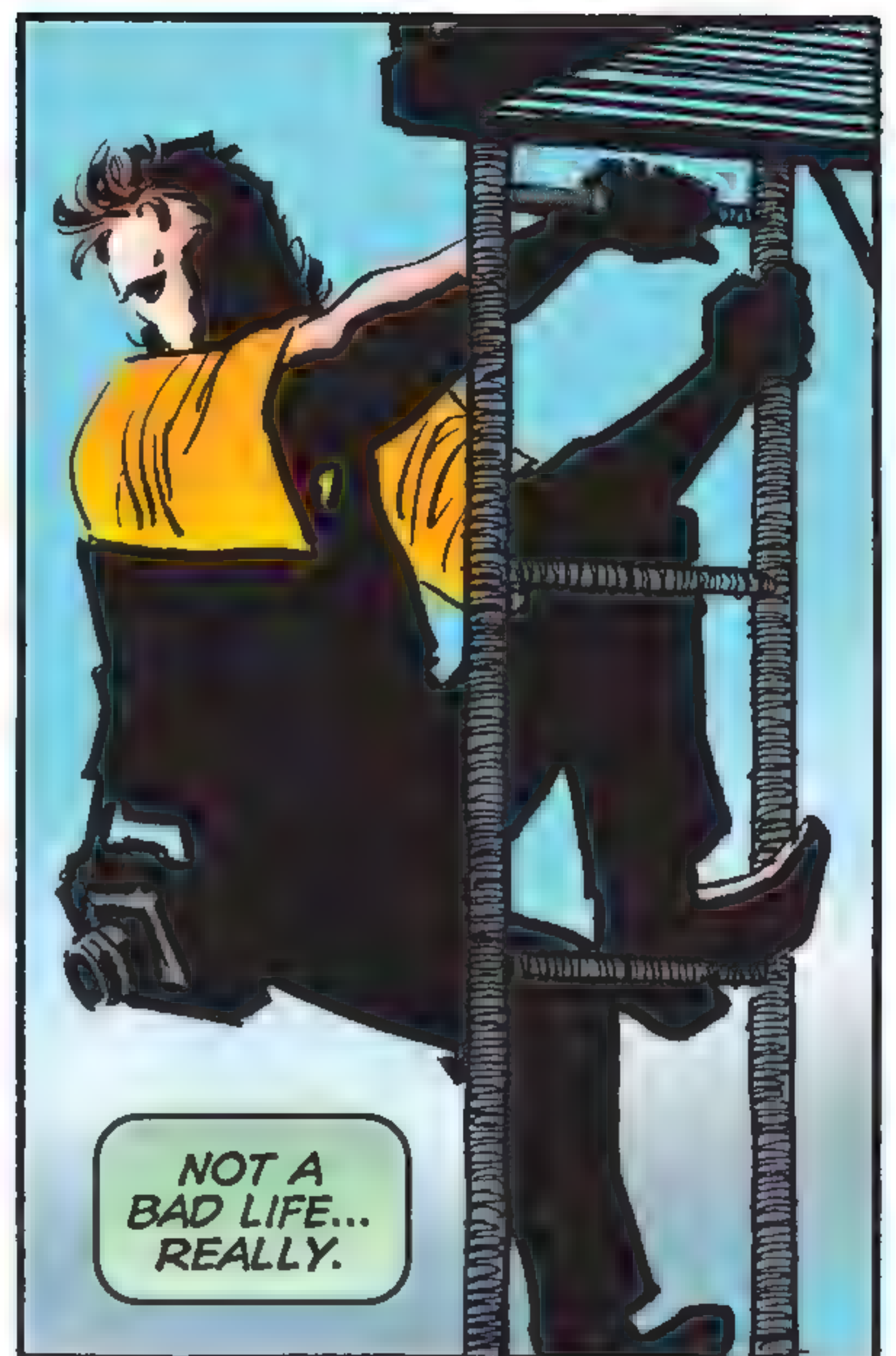
LIFE USED TO BE SO SIMPLE.

I WAS PETER PARKER... THE AMAZING SPIDER-MAN.



THEN THINGS HAPPENED... THINGS CHANGED...

...AND NOW I'M CONTENT TO FILL MY WAKING HOURS AS A HUSBAND, A FATHER-TO-BE, AND A STAFF PHOTOGRAPHER FOR THE DAILY BUGLE.



NOT A BAD LIFE... REALLY.



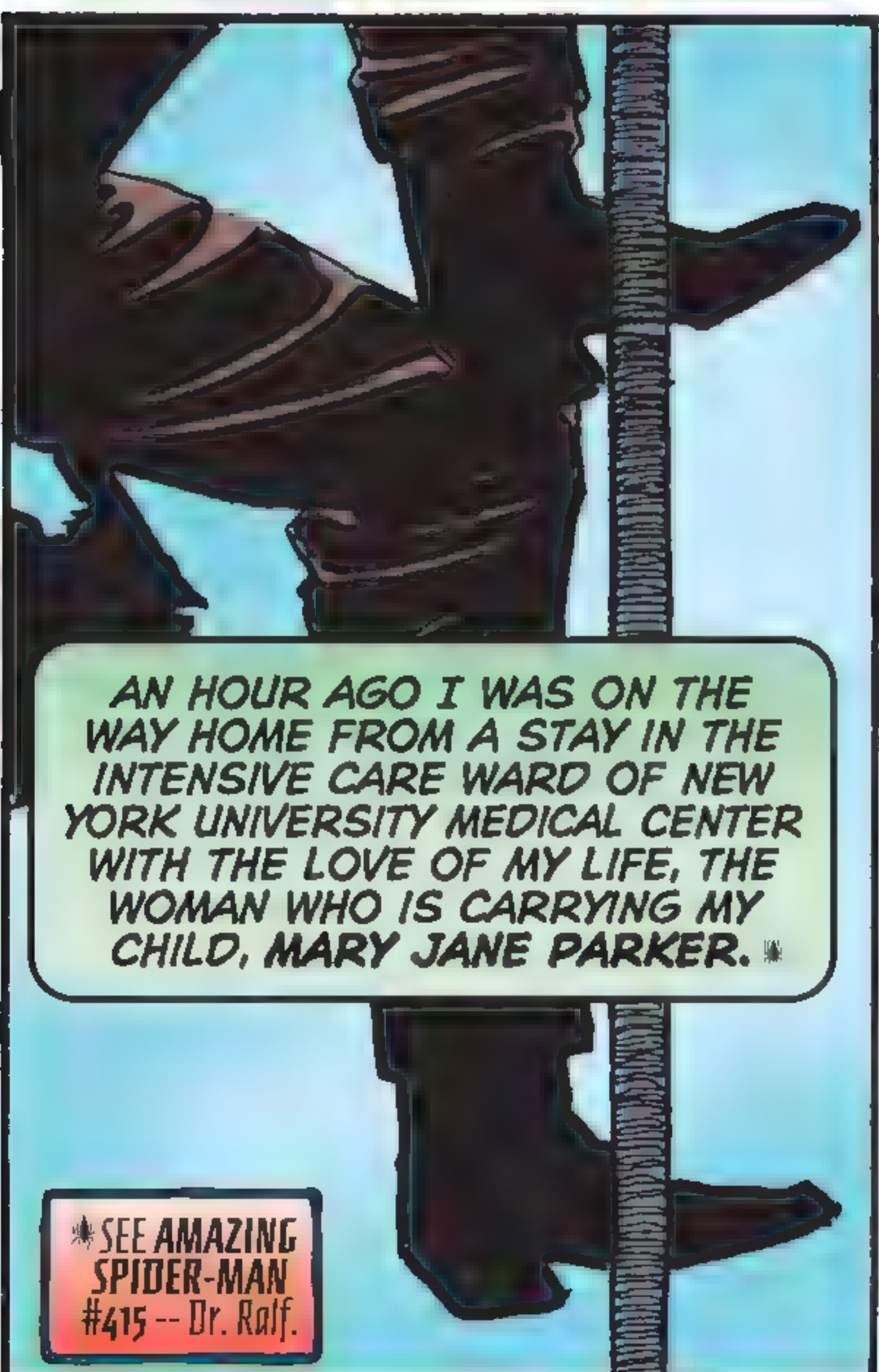
IT'S NOT LIKE LIFE HAS GOTTEN ANY LESS INTERESTING SINCE I LOST MY SPIDER-POWERS.



GUESS I SHOULDN'T SAY "LOST"... THEY HAVE STARTED COMING BACK... SPORADICALLY.



RIGHT NOW I COULD REALLY USE THE PROPORTIONATE STRENGTH OF A SPIDER, NOT TO MENTION THE WALL-CLIMBING ABILITIES.



AN HOUR AGO I WAS ON THE WAY HOME FROM A STAY IN THE INTENSIVE CARE WARD OF NEW YORK UNIVERSITY MEDICAL CENTER WITH THE LOVE OF MY LIFE, THE WOMAN WHO IS CARRYING MY CHILD, MARY JANE PARKER.*

*SEE AMAZING SPIDER-MAN #415 -- Dr. Ralf.



SUDDENLY, JUST WHEN WE THOUGHT THINGS WERE STARTING TO LOOK UP FOR US...



...THE WORLD'S GONE MAD!

**HOWARD
MACKIE/
JOHN
ROMITA JR./
AL
WILLIAMSON**
Story
and
Art

**RICHARD
STARKINGS&
COMICRAFT** Lettering
KEVIN TINSLEY Colors
MALIBU Enhancement
RALPH MACCHIO
Editor
BOB HARRAS
Chief

TOOK MARY JANE TO THE RELATIVE
SAFETY OF THE DAILY BUGLE BUILDING.
HAD TO GET AS FAR AWAY FROM
MARY JANE AS POSSIBLE.

THE SENTINELS
TARGETED ME AS
A THREAT WHEN MY
SPIDER-POWERS
CAME BACK, THEN
LEFT ME ALONE
WHEN THE POWERS
FADED.

CAN'T RISK
BEING NEAR HER
AND THE BABY
WHEN MY POWERS
DECIDE TO KICK
BACK IN.

★ YOU GUESSED IT --
IN ASM#415--
Repetitive Ralf.

I THINK I REMEMBER
READING IN THE BUGLE
THAT THE SENTINELS WERE
ORIGINALLY DESIGNED TO
"PROTECT THE HUMAN RACE
FROM THE MUTANT MENACE."

WELL, OBVIOUSLY, SOMEONE'S
CROSSED THEIR WIRES, BECAUSE
I DON'T SEE A WHOLE LOT OF
PROTECTING GOING ON.

SO, FOR NOW, ALL I
CAN DO IS STAND HERE
AND SNAP PICTURES WHILE
THESE GIANT ROBOTS
TERRORIZE THE CITY...

... AND HOPE THAT MY
SPIDER-POWERS COME
BACK IN TIME FOR ME
TO MAKE A DIFFERENCE.

LIKE I
SAID...

... LIFE USED TO
BE SO SIMPLE.

SPIDER-MAN!



WHOA!

GETTING A MAJOR BUZZ CUTTING THROUGH MY HEAD.

THAT WOULD BE MY SPIDER-SENSE RETURNING.

WHICH MEANS --

IT DOES FEEL WEIRD TO BE WATCHING HIM FROM THE SIDELINES.

IT WASN'T TOO LONG AGO THAT IT WOULD'VE BEEN ME WEARING THE WEBS.

FOR FIVE YEARS IT WAS ME.

THEN THE MAN CALLING HIMSELF BEN REILLY CAME BACK AND TURNED THE LIFE I THOUGHT WAS MINE UPSIDE DOWN.

THAT'S WHEN I FOUND OUT I WAS NOTHING MORE THAN A CLONE OF THE MAN I BELIEVED MYSELF TO BE.

A CLONE OF HIM.





BUT HE'S
BACK.

HE'S GOT HIS LIFE
AND I'VE GOT MINE...
OR IS IT THE OTHER
WAY AROUND?

WHATEVER! HE'S
THE ONE RISKING
HIS LIFE RIGHT NOW.

AND IT LOOKS LIKE
HE'S IN TROUBLE.
SPIDER-POWERS
AREN'T BACK AT
FULL STRENGTH
YET, BUT...

... I'VE GOT TO
DO SOMETHING.

BEN IS THE CLOSEST
THING TO A BROTHER
I'VE EVER HAD.

AND I KINDA
LIKE HIM.

BUT IF HE
IS ME --

-- OR I'M
HIM --

-- DOES THAT
MAKE ME A
MAJOR LEAGUE
EGOTIST...
OR WHAT?

WAY TO
GO, BEN!

DON'T LET THOSE
OVERGROWN TIN MEN
KEEP YOU DOWN!

BUT A
COMPACT
CAR? THAT'S
THE BEST YOU
COULD DO?

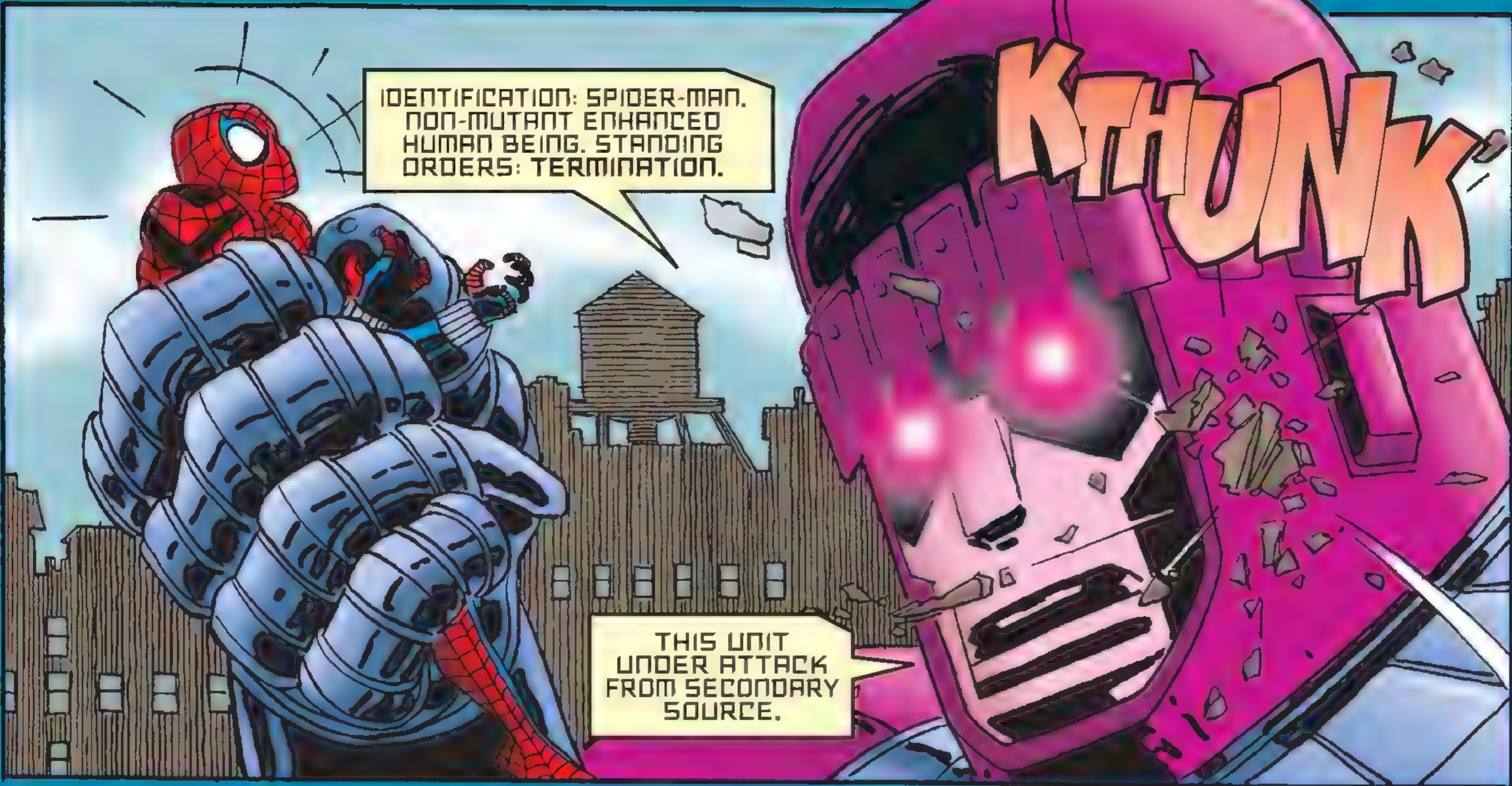
WHEN I WAS
SPIDER-MAN,
I SETTLED FOR
NOTHING LESS
THAN A STRETCH
LIMO! THEY HAVE A
LITTLE MORE HEFT.

BUT I GUESS A LITTLE
WIMPY CAR CAN GET
YOUR POINT ACROSS
JUST AS WELL.

OR
NOT!

LOOKS LIKE THERE
ARE JUST TOO MANY
OF THE BIG GUYS
FOR YOU, BUDDY.

SO...

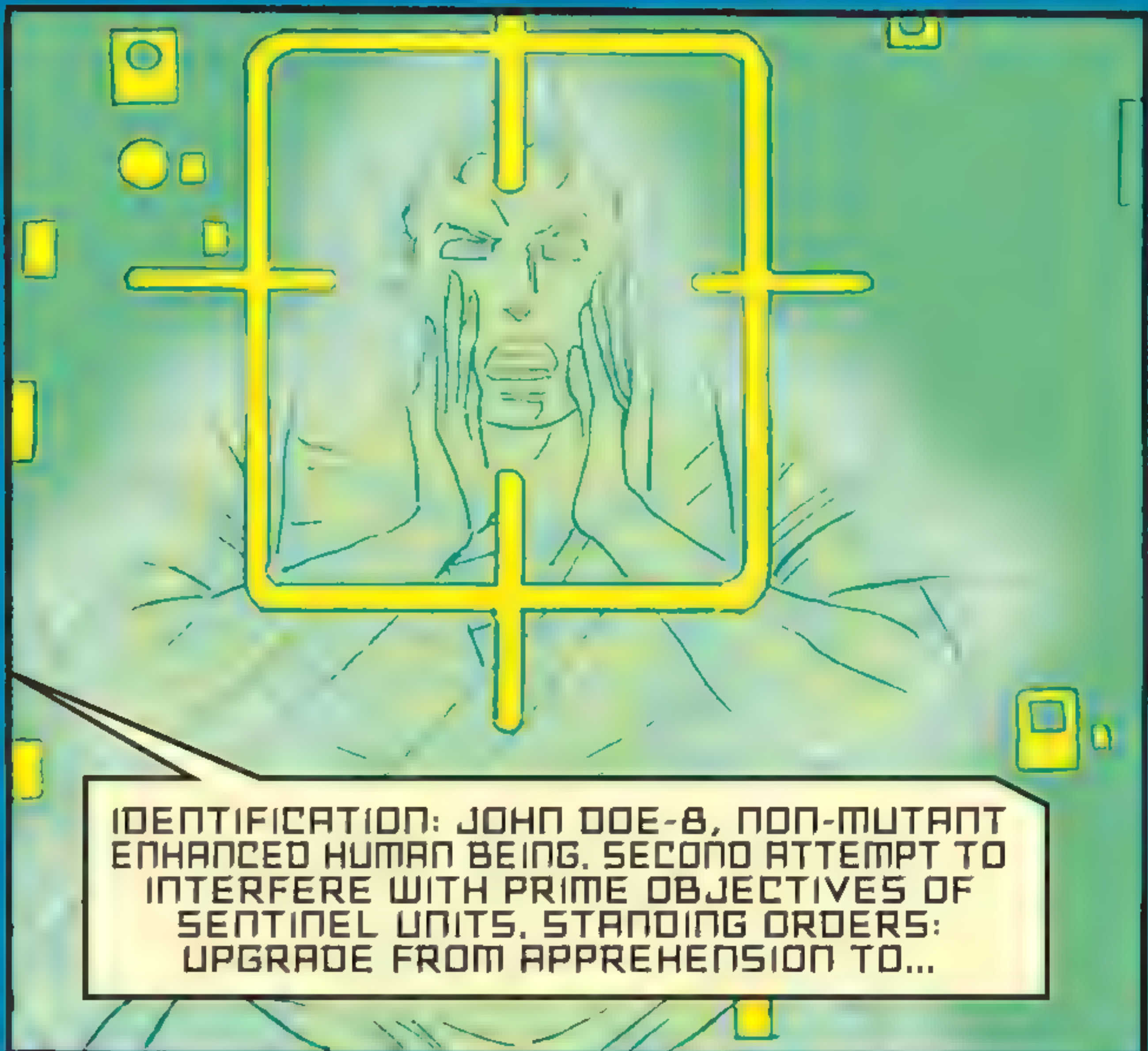


IDENTIFICATION: SPIDER-MAN,
NON-MUTANT ENHANCED
HUMAN BEING. STANDING
ORDERS: TERMINATION.

THIS UNIT
UNDER ATTACK
FROM SECONDARY
SOURCE.

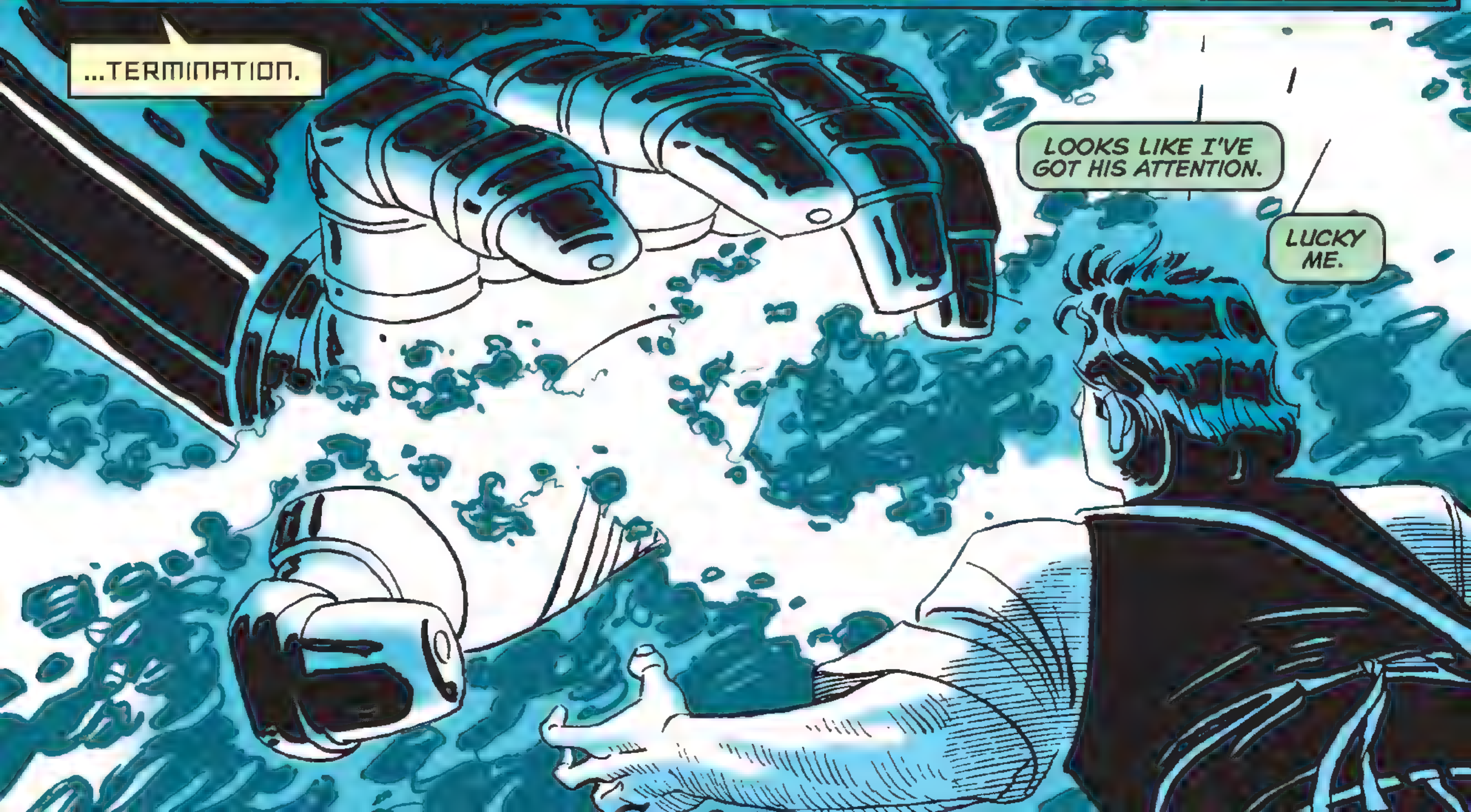


THAT'S
RIGHT, YOU
OZ REJECT,
I'M DOWN
HERE!



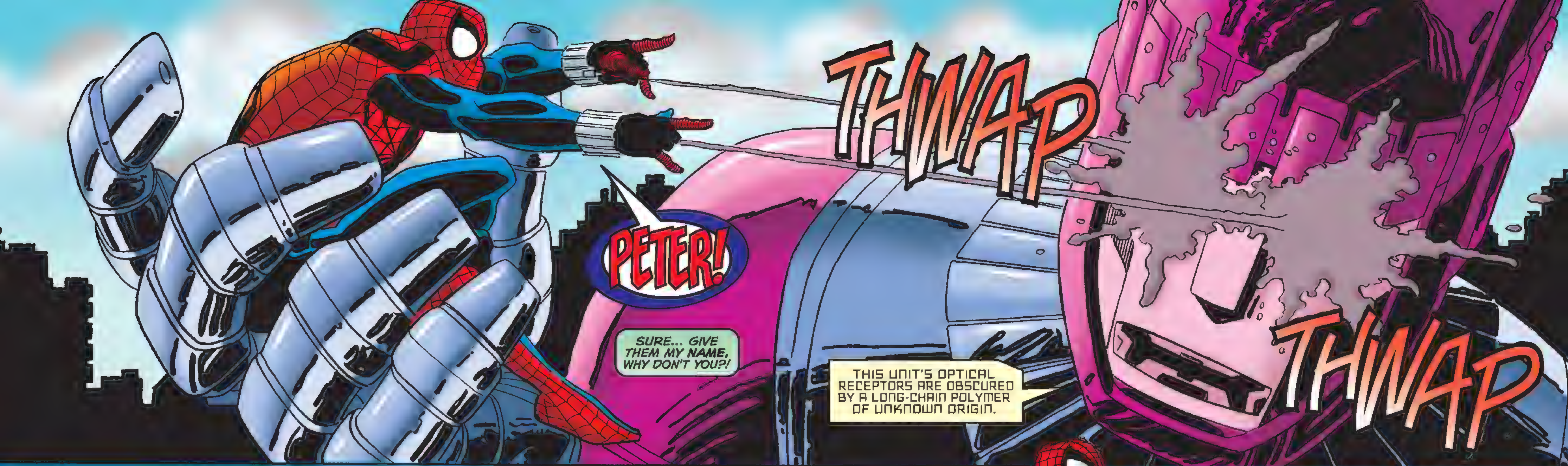
IDENTIFICATION: JOHN DOE-8, NON-MUTANT
ENHANCED HUMAN BEING. SECOND ATTEMPT TO
INTERFERE WITH PRIME OBJECTIVES OF
SENTINEL UNITS. STANDING ORDERS:
UPGRADE FROM APPREHENSION TO...

...TERMINATION.



LOOKS LIKE I'VE
GOT HIS ATTENTION.

LUCKY
ME.



PETER!

SURE... GIVE THEM MY NAME, WHY DON'T YOU?

THIS UNIT'S OPTICAL RECEPTORS ARE OBSCURED BY A LONG-CHAIN POLYMER OF UNKNOWN ORIGIN.

THWAP

THWAP



WAS THAT NOT MY INTENT?

IT'S BAD ENOUGH THAT HALF THE VILLAINS I'VE EVER FACED SEEM TO KNOW MY SUPPOSEDLY "SECRET" IDENTITY...

... NOW I'M GOING TO HAVE TO EXPLAIN TO MARY JANE WHY A FORTY-FOOT ROBOT IS FOLLOWING ME HOME.

GREAT.



JUST GREAT! IT'S NOT BAD ENOUGH THAT I STILL DON'T EVEN KNOW WHO THIS **ONSLAUGHT** IS... **AND** I SEEM TO HAVE MY OWN PERSONAL SENTINEL HIT SQUAD... NOW I'VE GOT TO SAVE **YOUR** BUTT, TOO!

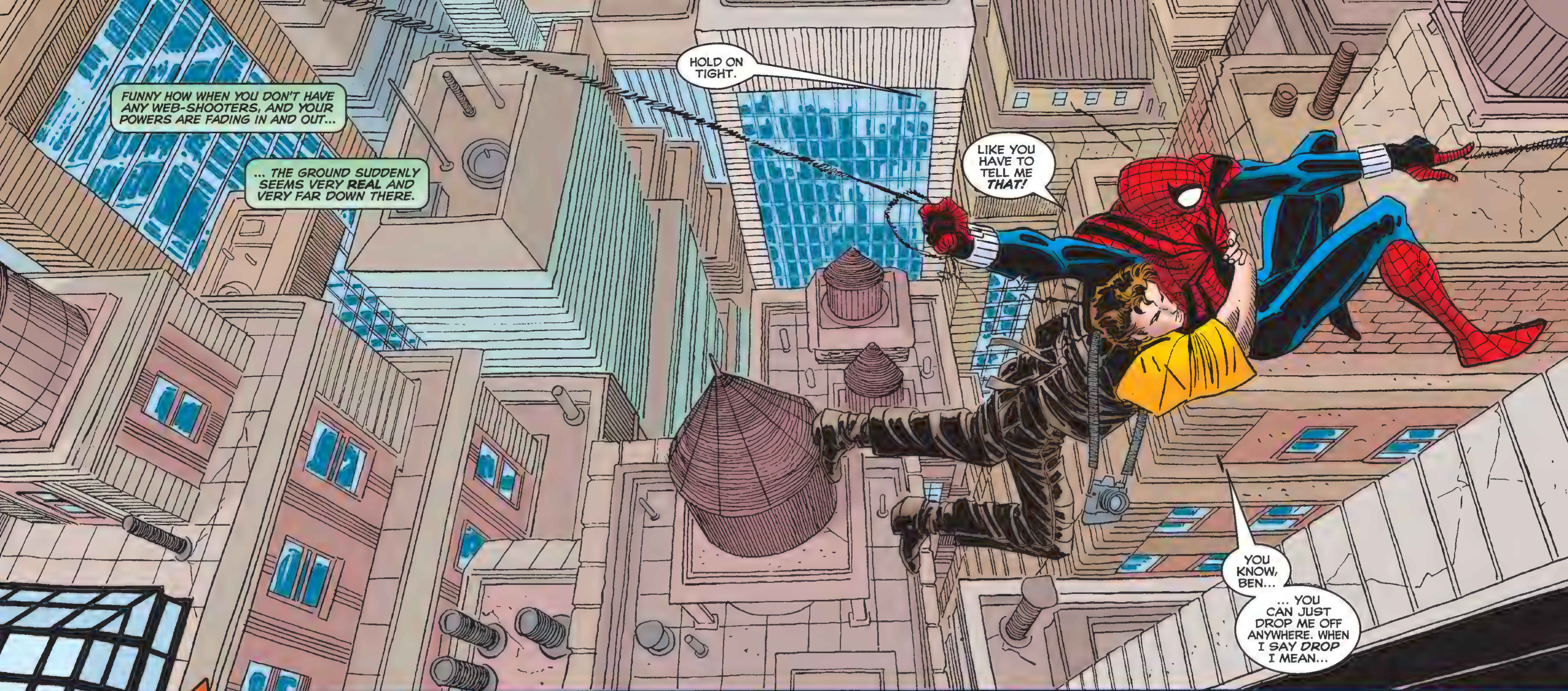
WHAT ARE YOU DOING HERE, PETER?



WOULD YOU BELIEVE JUST TRYING TO LEND A HELPING HAND TO MY BIG BROTHER?

WONDERFUL.

LET'S GET YOU SOMEPLACE SAFE.



FUNNY HOW WHEN YOU DON'T HAVE ANY WEB-SHOOTERS, AND YOUR POWERS ARE FADING IN AND OUT...

... THE GROUND SUDDENLY SEEMS VERY REAL AND VERY FAR DOWN THERE.

HOLD ON TIGHT.

LIKE YOU HAVE TO TELL ME THAT!

YOU KNOW, BEN...

... YOU CAN JUST DROP ME OFF ANYWHERE. WHEN I SAY DROP I MEAN...



HE'S HIT! UNCONSCIOUS AND DROPPING LIKE A STONE.



AND THEY'RE COMING UP FAST!

LET'S SEE IF I REMEMBER HOW TO USE THESE WEB-SHOOTERS.



A FINGER HERE.



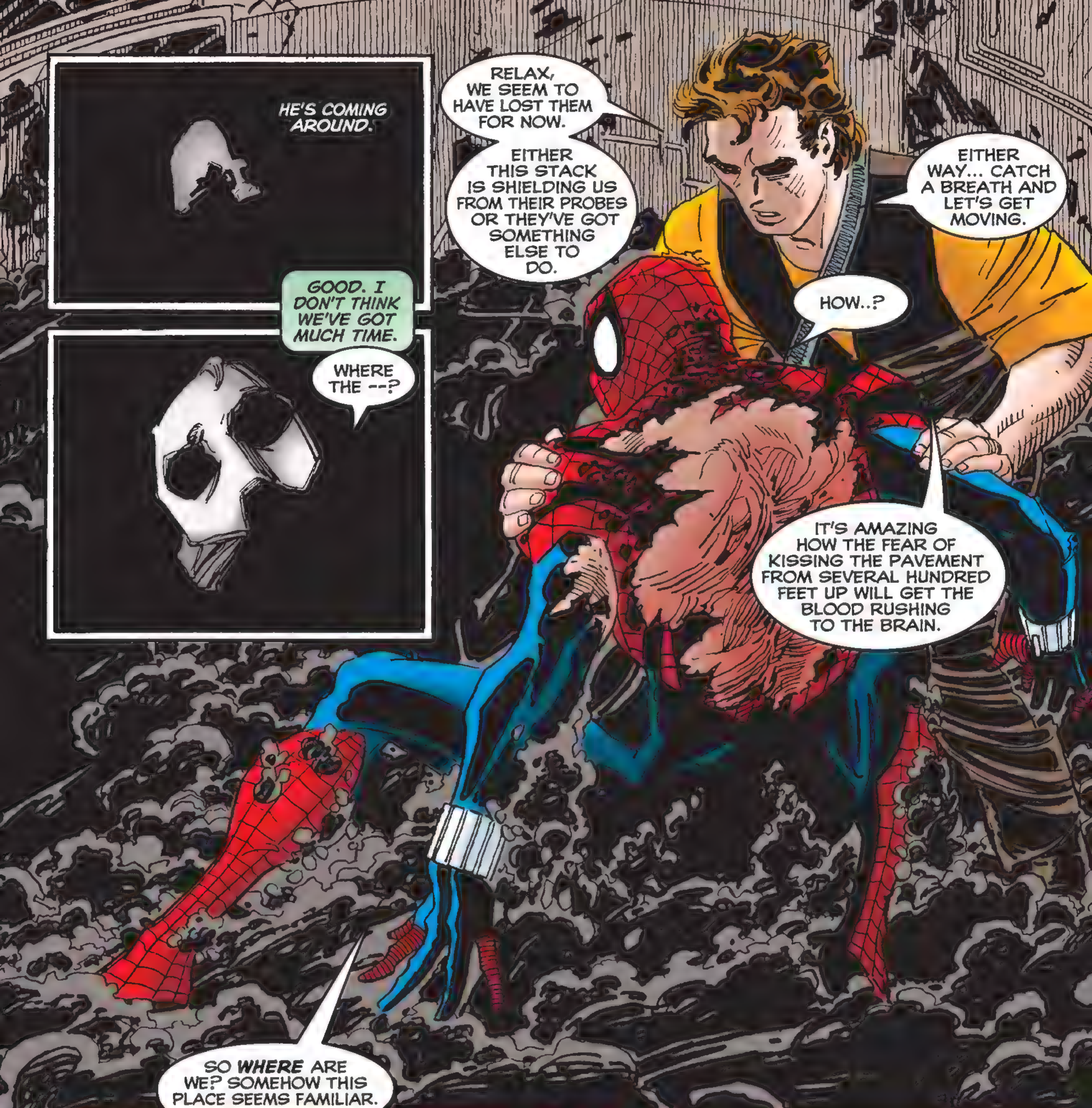
A "THWIP" THERE.



AND VOILA... A WEB-CHUTE.



HEY! IT'S DARK IN HERE!



HE'S COMING
AROUND.

GOOD. I
DON'T THINK
WE'VE GOT
MUCH TIME.

WHERE
THE --?

RELAX,
WE SEEM TO
HAVE LOST THEM
FOR NOW.

EITHER
THIS STACK
IS SHIELDING US
FROM THEIR PROBES
OR THEY'VE GOT
SOMETHING
ELSE TO
DO.

EITHER
WAY... CATCH
A BREATH AND
LET'S GET
MOVING.

HOW..?

IT'S AMAZING
HOW THE FEAR OF
KISSING THE PAVEMENT
FROM SEVERAL HUNDRED
FEET UP WILL GET THE
BLOOD RUSHING
TO THE BRAIN.

SO *WHERE* ARE
WE? SOMEHOW THIS
PLACE SEEMS FAMILIAR.

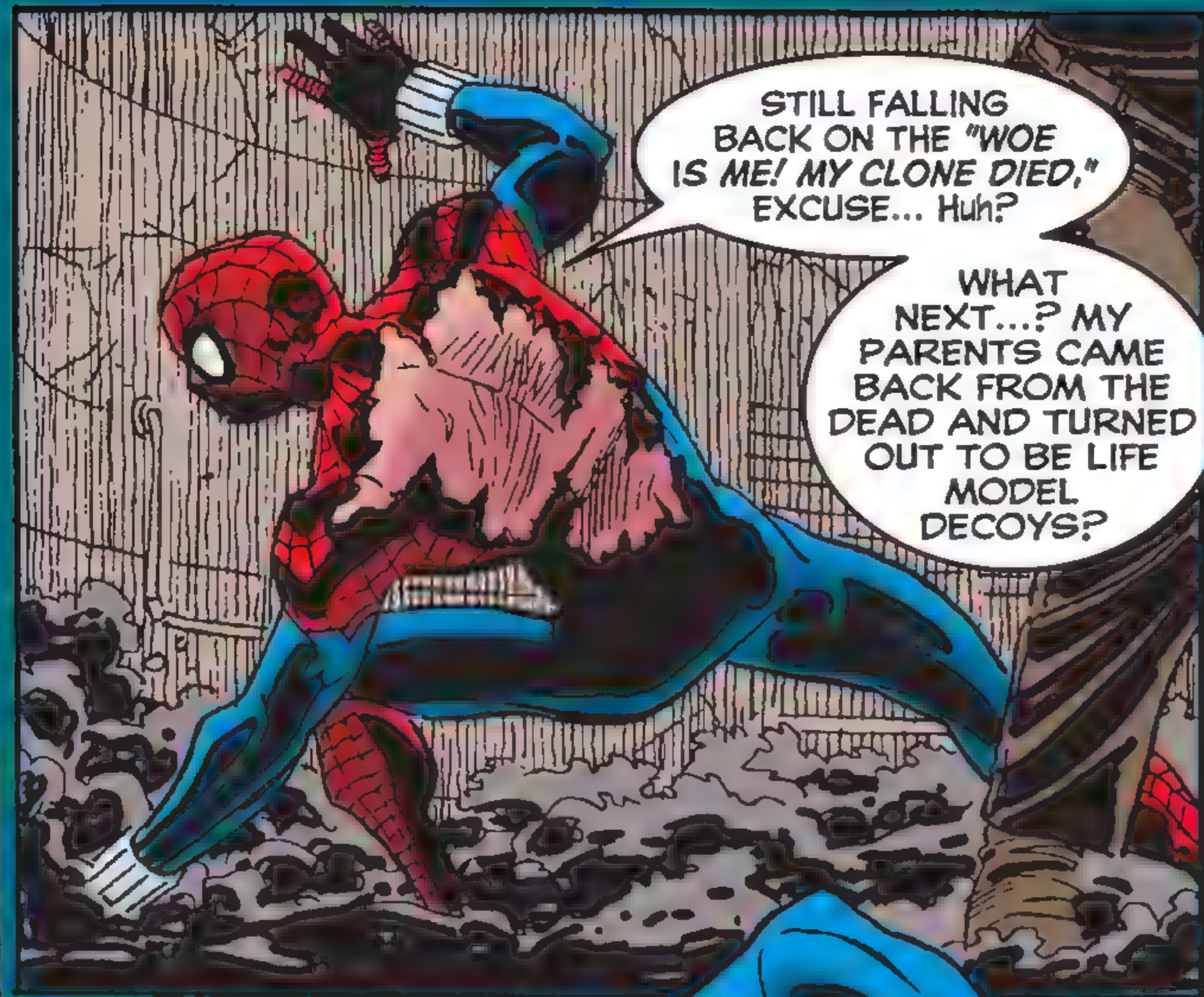
NOW I REMEMBER! BUT I THINK THE
LAST TIME I WAS IN A **SMOKESTACK**
I WAS BY *MYSELF*... SUPPOSEDLY
DEAD, AND YOU PUT ME THERE
TO **CREMATE** ME.

SHMPH!
GO FIGURE!
LOOKS LIKE WE
AREN'T BURNING
UP, MR. SCIENCE
MAJOR!

YEAH... YEAH...
YEAH... GIVE ME
A BREAK.

I *THOUGHT*
I HAD JUST WATCHED
MY **CLONE** DIE! GUESS
I WASN'T THINKING
STRAIGHT. SO
SUE ME!

NOW
LET'S FIND A
WAY OUT OF HERE
THAT ISN'T SKYWARD!



STILL FALLING
BACK ON THE "WOE
IS ME! MY CLONE DIED,"
EXCUSE... Huh?

WHAT
NEXT...? MY
PARENTS CAME
BACK FROM THE
DEAD AND TURNED
OUT TO BE LIFE
MODEL
DECOYS?



I OUGHTA..!

I THINK
YOU JUST DID.
MEANWHILE,
I...



... FOUND
US A WAY
OUT.



SO WHAT DO
WE DO NEXT,
BEN?

WE DO
NOTHING.

IN CASE
YOU HAVEN'T
NOTICED, **THIS** IS
A SPIDER-MAN
THING.

AND I
DON'T NEED ANY
DISTRACTIONS
FROM --



UGPH!

BEN?

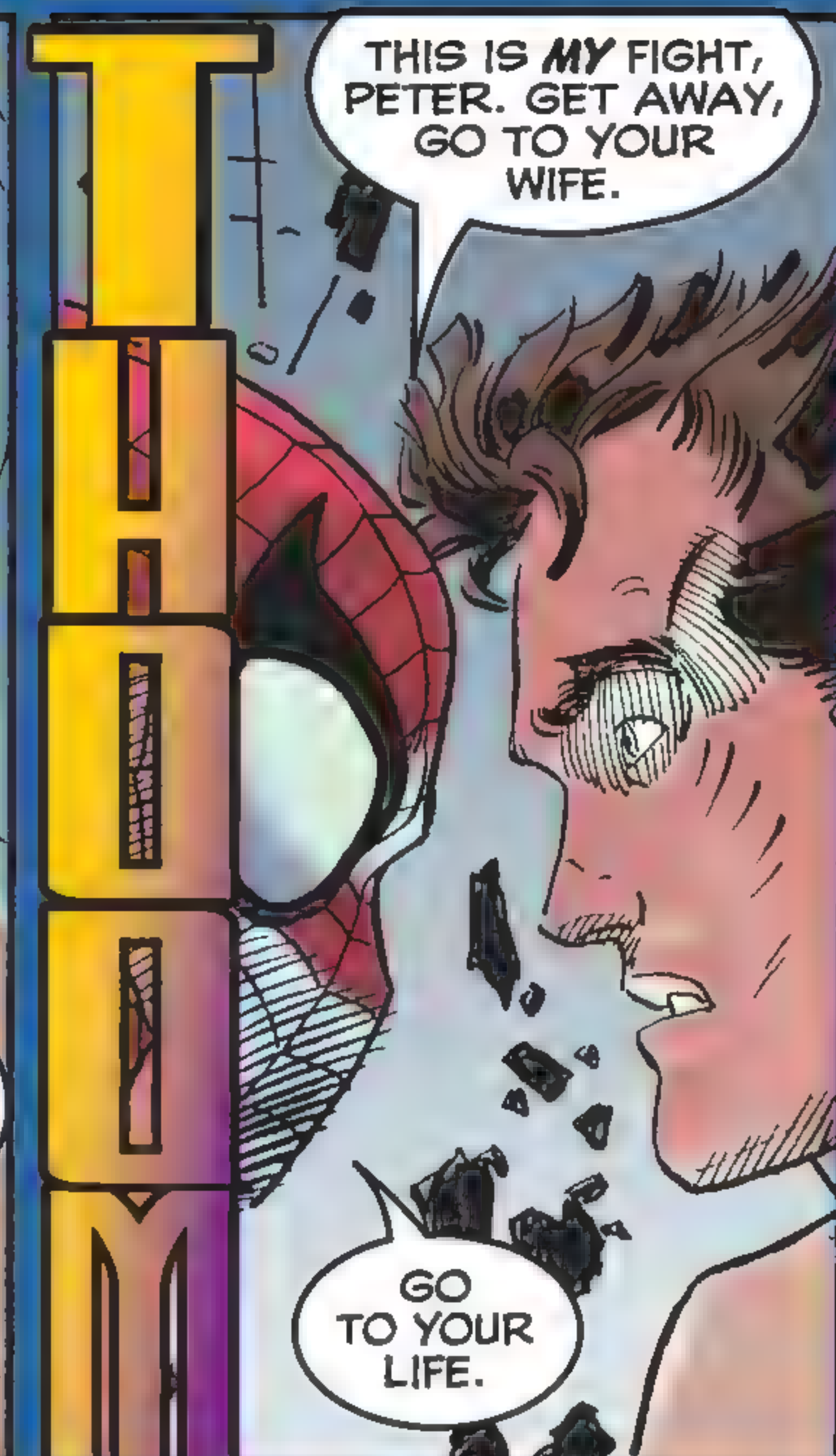
I'M FINE.
JUST A LITTLE
WINDED FROM
THE BLAST. I'LL
BE OKAY.



THOOM

THEY'RE
COMING. WE'RE
GOING TO HAVE
TO TAKE A
STAND.

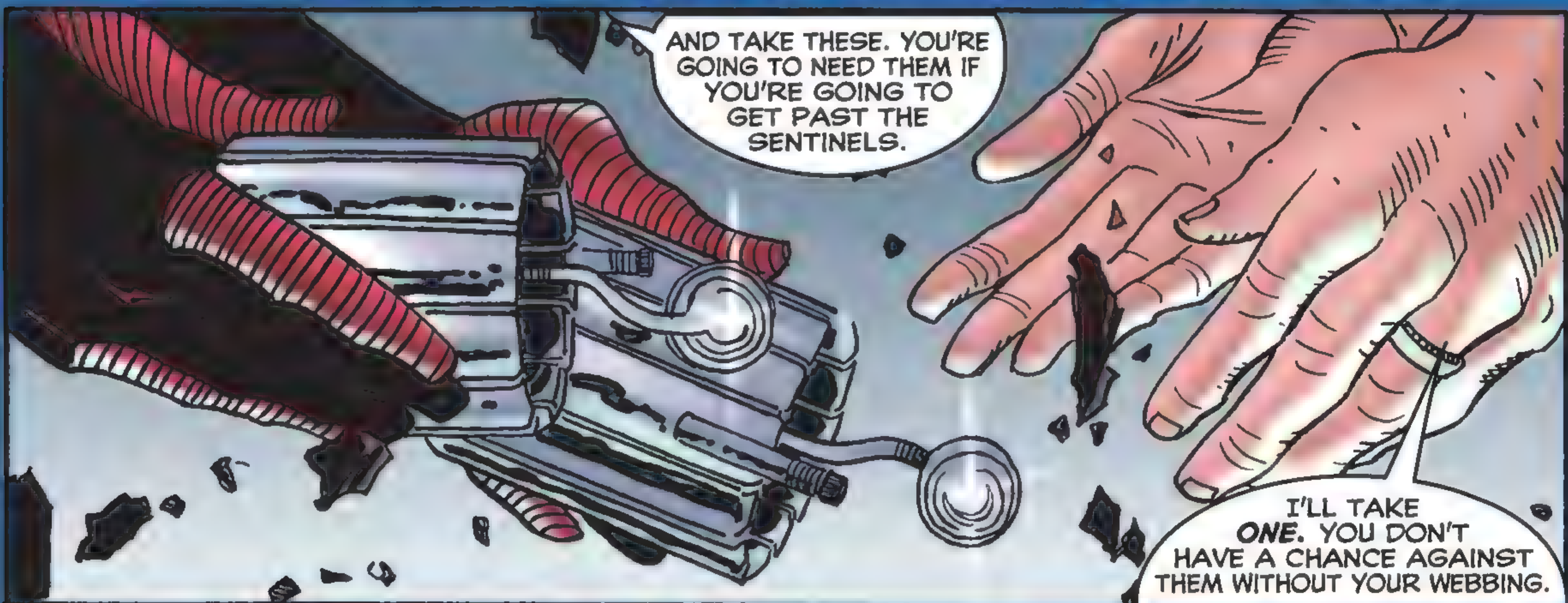
NO!



THOOM

THIS IS MY FIGHT,
PETER. GET AWAY,
GO TO YOUR
WIFE.

GO
TO YOUR
LIFE.



AND TAKE THESE. YOU'RE
GOING TO NEED THEM IF
YOU'RE GOING TO
GET PAST THE
SENTINELS.

I'LL TAKE
ONE. YOU DON'T
HAVE A CHANCE AGAINST
THEM WITHOUT YOUR WEBBING.



GO BE A
DADDY,
PETER.

HE'S RIGHT.
I DON'T BELONG
HERE. NEVER DID.

HE'S SPIDER-MAN!



HE'S THE
ORIGINAL.



HE'S THE
HERO.

A full-page comic book illustration showing Spider-Man in his red and blue suit, crouching in the rubble of a destroyed city. He is holding a large, jagged piece of metal. In the background, a massive, pink, mechanical Sentinel looms over him. The scene is filled with debris, twisted metal, and smoke. The sky is dark and stormy. The overall tone is gritty and action-packed.

ME... I'M
JUST A MAN.

ALL UNITS, ALERT.
PATROL Z-40 HAS
LOCATED THE ENHANCED
HUMAN DESIGNATE:
SPIDER-MAN. INITIATING
TERMINATION.

YEAH...
YOU'RE
RIGHT.

YOU ARE
BY FAR THE
MOST FEARSOME
BAD GUYS I'VE
EVER GONE UP
AGAINST.

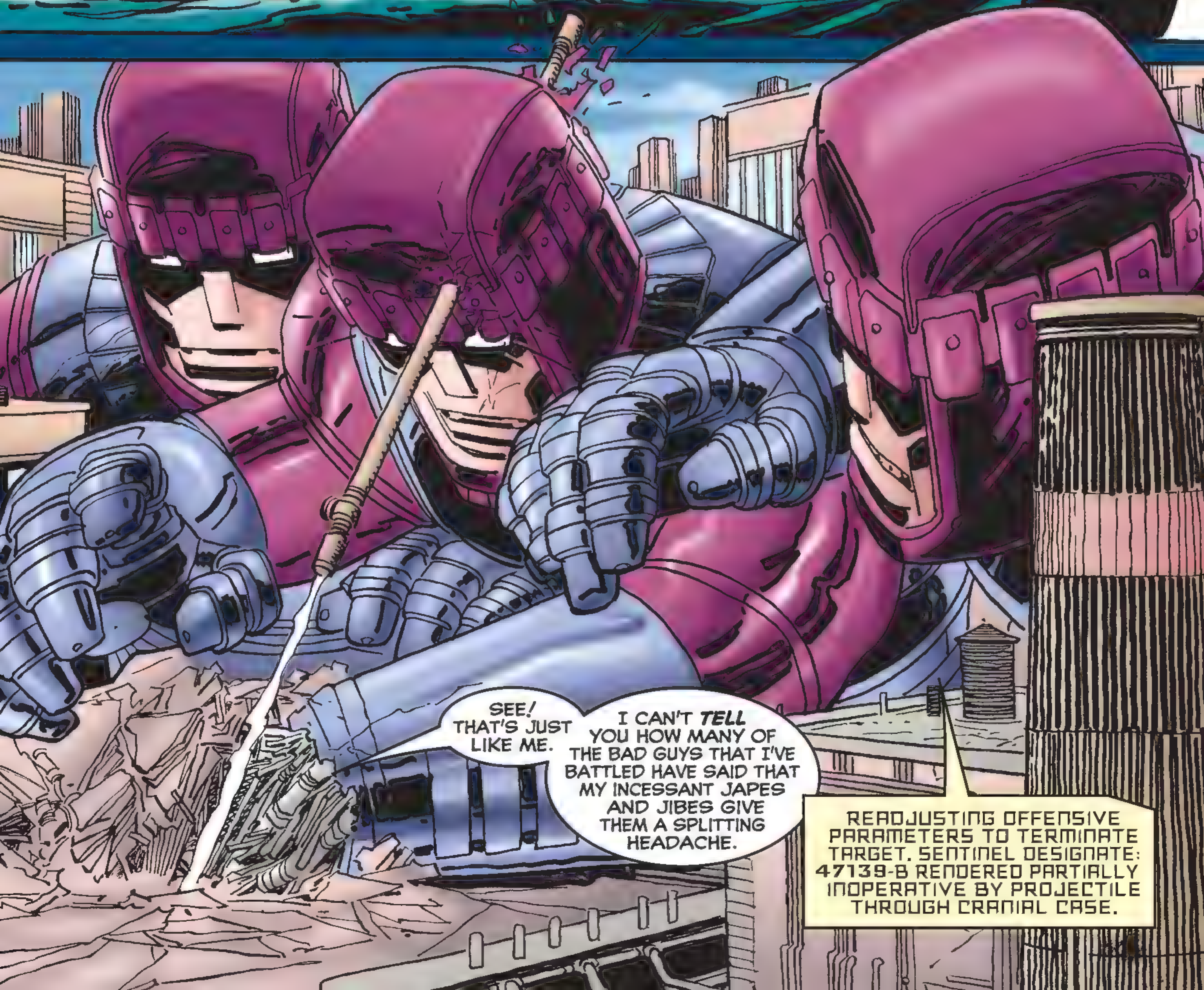
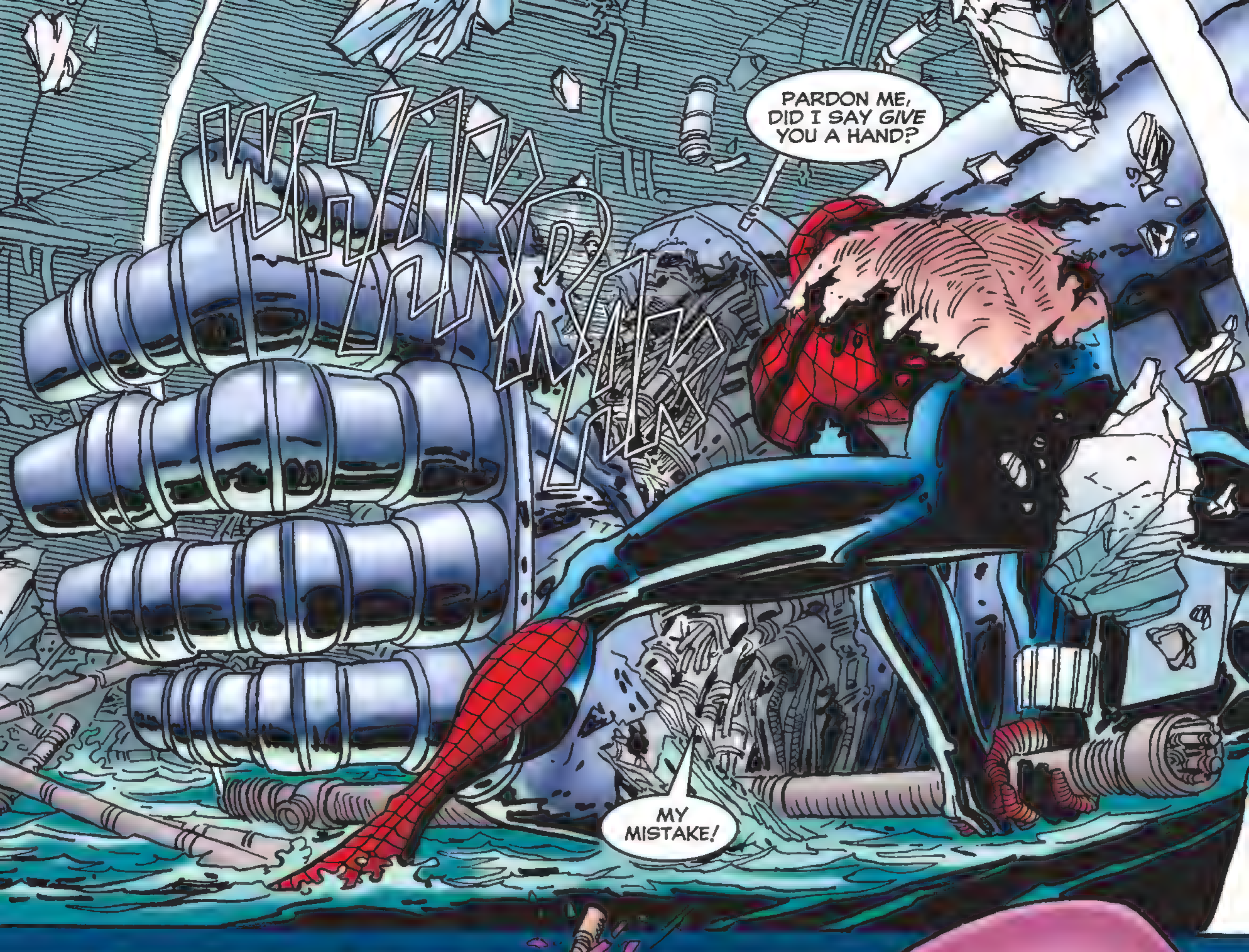
KRAVEN...
A WIMP.

DOC
OCK... A
PUSHOVER.

NOPE... YOU
SENTINELS MAKE
THEM ALL LOOK LIKE A
BUNCH OF RANK
AMATEURS.

I'M JUST
SITTING HERE,
QUAKING IN MY TIGHTS,
AND WAITING TO BE
PUT OUT OF MY
MISERY.

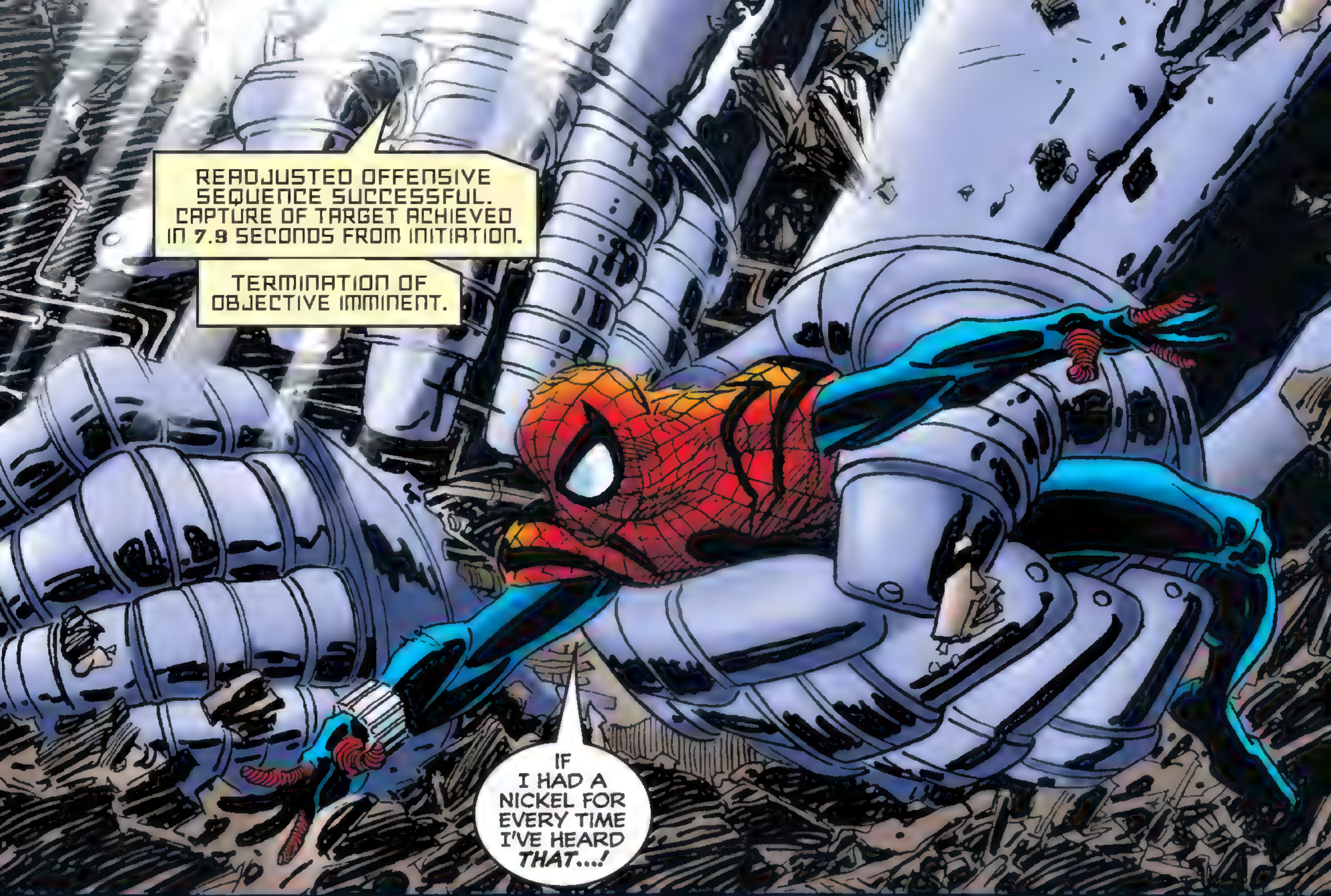
BUT, BEFORE
YOU'RE KIND ENOUGH
TO *END* MY MISERABLE
LIFE, JUST LET ME STAND
AND GIVE THE HAND THAT
YOU, AND YOUR
CREATORS,
DESERVE.



SEE!
THAT'S JUST
LIKE ME.

I CAN'T TELL
YOU HOW MANY OF
THE BAD GUYS THAT I'VE
BATTLED HAVE SAID THAT
MY INCESSANT JAPES
AND JIBES GIVE
THEM A SPLITTING
HEADACHE.

READJUSTING OFFENSIVE
PARAMETERS TO TERMINATE
TARGET. SENTINEL DESIGNATE:
47139-B RENDERED PARTIALLY
INOPERATIVE BY PROJECTILE
THROUGH CRANIAL CASE.



READJUSTED OFFENSIVE
SEQUENCE SUCCESSFUL.
CAPTURE OF TARGET ACHIEVED
IN 7.9 SECONDS FROM INITIATION.

TERMINATION OF
OBJECTIVE IMMINENT.

IF
I HAD A NICKEL FOR
EVERY TIME
I'VE HEARD
THAT...!



MONETARY UNITS
ARE INCONSEQUENTIAL
IN THIS INSTANCE.

ALERT! POLYMER
STRANDS OF UNKNOWN
ORIGIN ENSNARING THIS
UNIT'S CRANIUM.

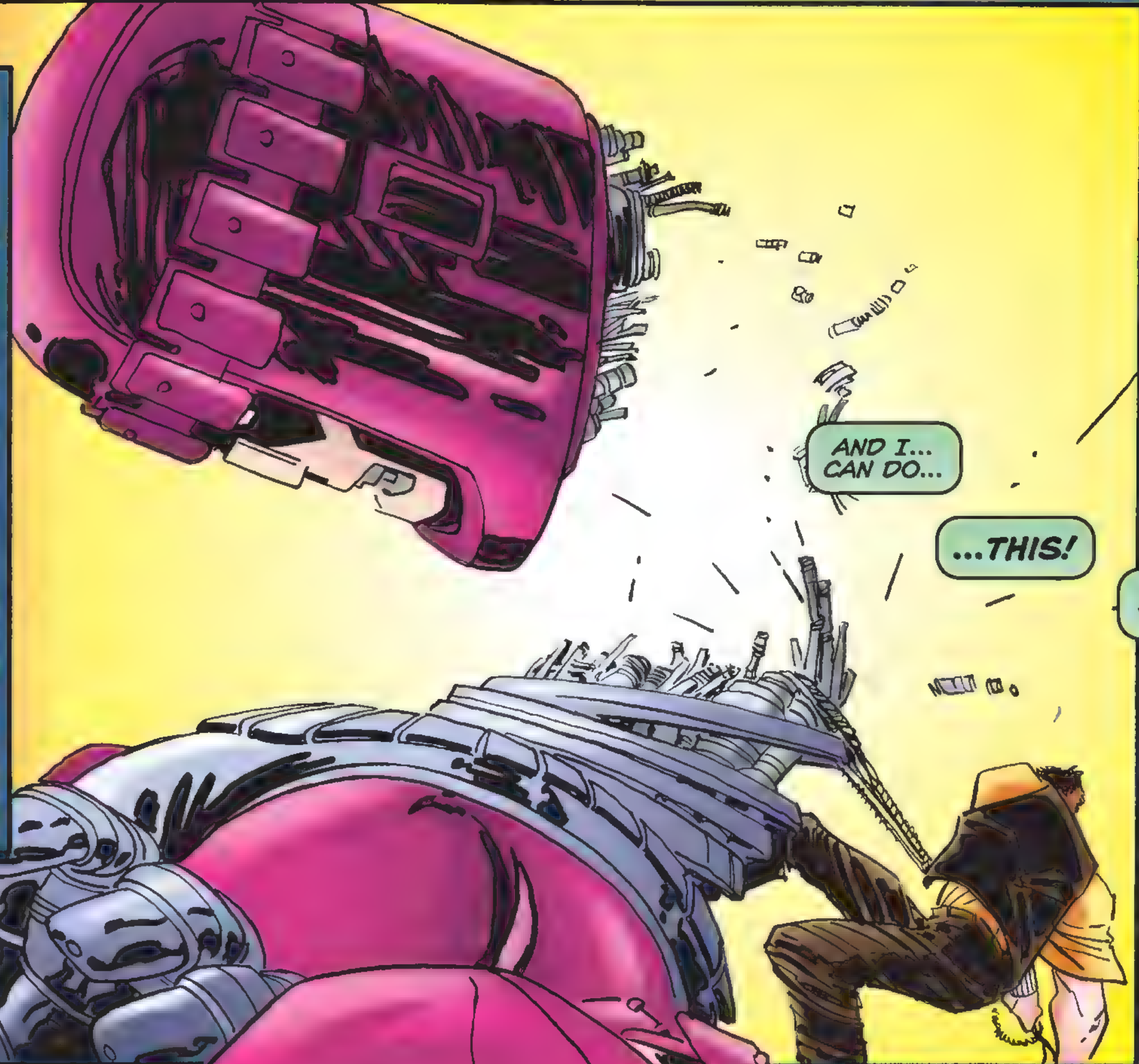


YOU KNOW, I WAS AIMING FOR THE NECK, BUT...



COME ON. ALL I NEED IS FOR THE SPIDER-POWERS TO LAST A FEW MORE SECONDS.

A FEW MORE.

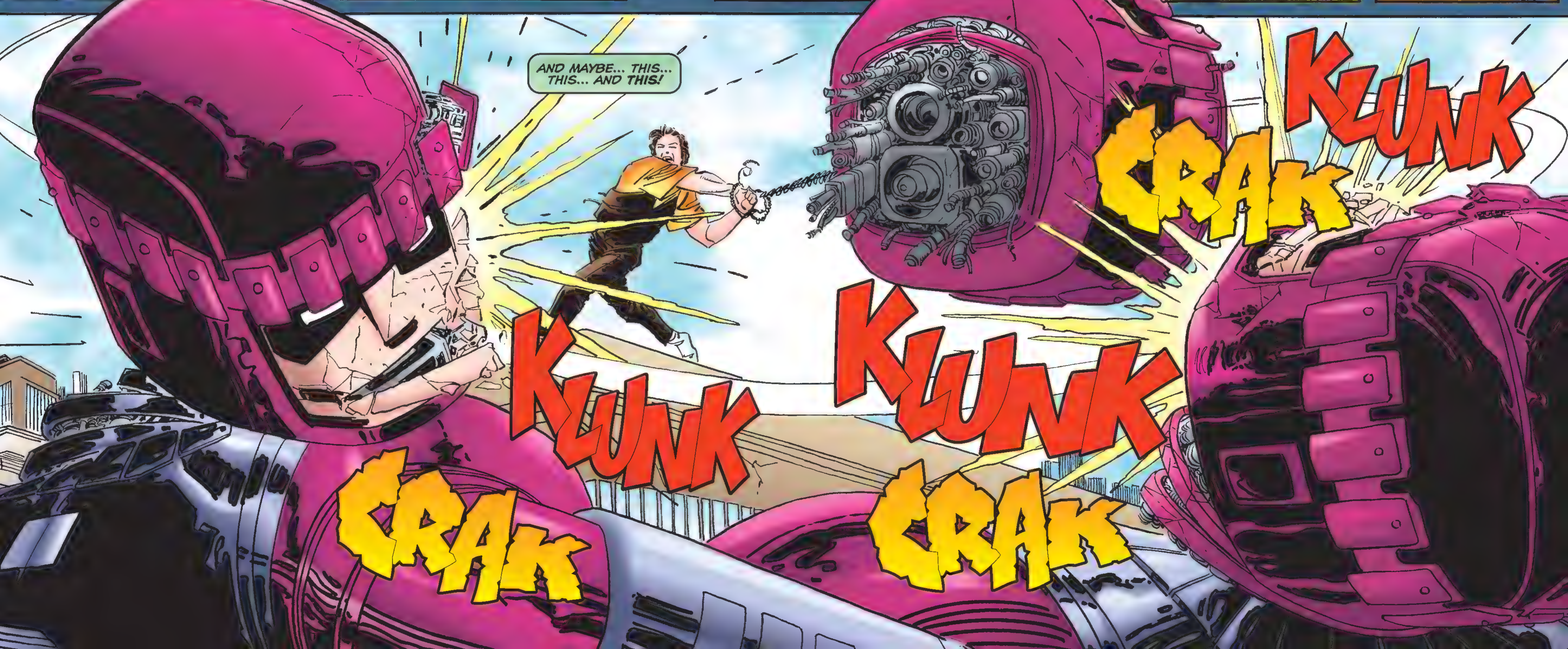


AND I... CAN DO...

...THIS!

AND THIS.

THWIP



AND MAYBE... THIS... THIS... AND THIS!

CRACK

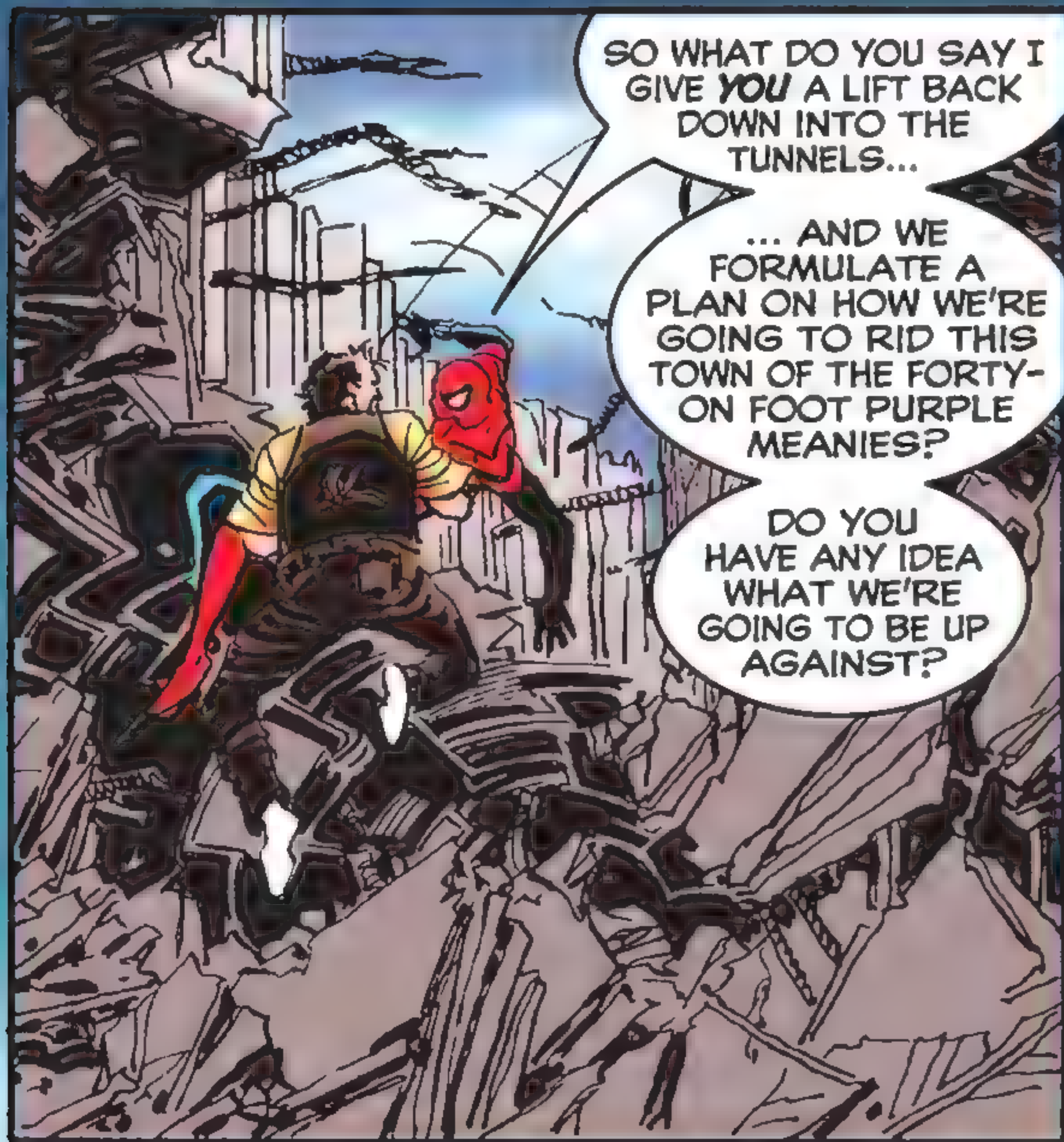
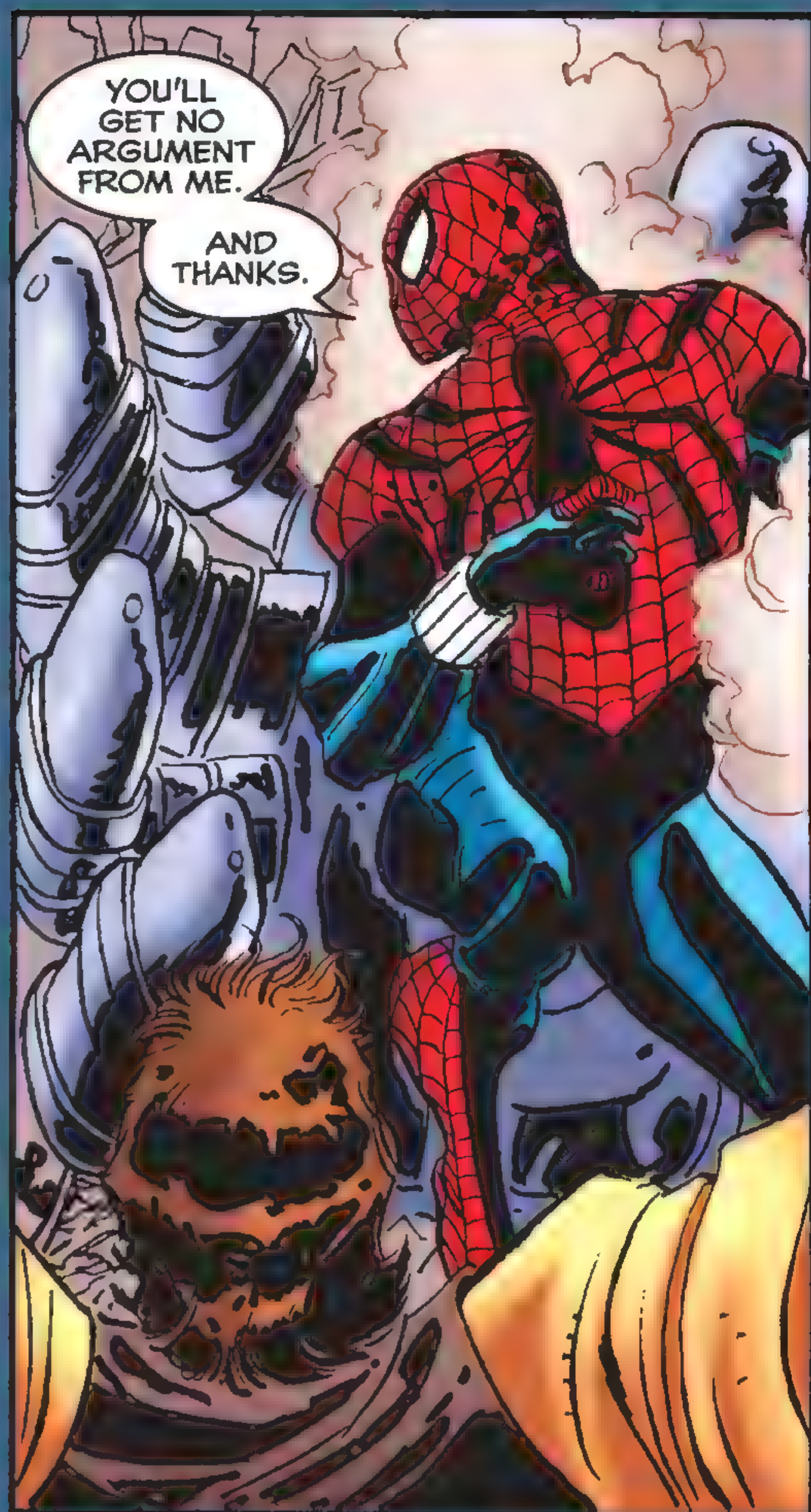
KUNK

KUNK

CRACK

CRACK

KUNK



"...NOW THAT
YOU'RE
WITH ME."

DON'T MISS THE UNFORGETTABLE FINAL BATTLE IN:

**MARVEL
ONSLAUGHT
UNIVERSE**

MARVEL[®]
COMICS



X-MEN

ONSLAUGHT
AND BEYOND!
UPDATE INSIDE!

X-MEN

AUG. '96 18

PHASE 1

SAFETY IN NUMBERS!

GUEST STARRING
X-FORCE!

SKROCE
LA ROSA

"PEACE ON EARTH
IS AN ILLUSION.

"A MIRAGE AT THE
END OF A JOURNEY
WITHOUT END. IT IS
A PROMISE UNKEPT.

"THE SEEMING SERENITY OF
ALL THE SANDS OF TIME --

"THE VAST UNBROKEN
DESERT FROM YESTERDAY
TO TOMORROW...

"... DISGUISES THE TRUE NATURE
OF THE ROILING TURBULENCE
BENEATH, THE NEVER-ENDING
CONFLICT OF *LIFE* -- IN ALL ITS
WONDROUSLY VARIED FORMS --

"... AND
DEATH.

"A STRUGGLE
THAT MUST
CONCERN ME
ONCE MORE...

"... IF MY FEARS
ARE JUSTIFIED -- IF
HIS SARCOPHAGUS
IS INDEED --"



INTHE

COMPANY OF

STRANGERS

-- EMPTY.

NEXTNIGHT
FALLS FAR
EARLIER THAN
CALCULATED.

BELIEVING
IN NOTHING SAVE
HIS PRECIOUS
"SURVIVAL OF THE
FITTEST..."

THE
APOCALYPSE
WALKS AGAIN!

YET,
THERE IS A NEW,
UNPREDICTED *PLAYER*
WHO HAS STEPPED
FORTH AS WELL,
TO CAST HIS SHADOW
ACROSS THE
LAND.

AND WHY
SHOULD I FIND IT
SO *ALARMING* WHEN
IN THESE, THE
VERY WORST OF
TIMES...

IMPORTANT!
BE SURE YOU'VE READ *UNDEAD NIGHT*, #101,
AND *UNCANNY X-MEN* #333 - CURRENTLY ON
SALE - BEFORE YOU READ THIS ISSUE - JAYE

Terry KAVANAGH Steve SKROCE Bud LaROSA and Rob HUNTER
Writer Penciller Inkers

Richard STARKINGS & COMICRAFT Mike THOMAS MALIBU JAYE GARDNER Bob HARRAS
Letters Colors Enhancement Editor Editor in Chief

"... ALL THINGS ARE POSSIBLE."

THE XAVIER INSTITUTE FOR HIGHER LEARNING, ONCE SANCTUARY AND SHELTER FOR THE MISFITS OF HUMANITY --

REFUGE AND RETREAT FOR THE RARE FEW MUTANTS AMONG US --

-- IS NOW A FOXHOLE.

AND NATE GREY -- QUITE POSSIBLY THE MOST POWERFUL MUTANT MIND KNOWN TO MAN --

-- IS ALONE...

... IN A CROWD.

**X
FORCE**

KNOWS THE DRILL.

AN UNDERGROUND STRIKE-FORCE WITHOUT PEER, THEY KNOW THEY'VE GOT THE MEANS AND MOVES.

THEY KNOW THE MISSION -- KEEP YOUNG NATE ALIVE, AT ALL COSTS, AND OUT OF THE HANDS OF THE ENEMY --

-- BUT THEY DON'T KNOW THE ENEMY.

YET.

ONSLAUGHT.

RECOMMENDATIONS, PEOPLE..?

SUGGESTED STRATEGIES, POSSIBLE WEAK LINKS IN HIS --

NONE, DOMINO, LET'S GET REAL HERE --

-- AN' STOP BEATIN' AROUND THE THORN-BUSH...



THERESA ROURKE--

-- CALLED SIRYN, FOR HER ABILITY TO USE SOUND AS A WEAPON, SHE IS ONE OF THE FIRST OF A NEW BREED OF SECOND-GENERATION MUTANTS.

... THAT'S XAVIER.

PROFESSOR CHARLES XAVIER HIMSELF, FOUNDIN' FATHER OF ALL WHO WEAR THE X...

... DEFEATIN' THE X-MEN.

UP ON THE SCREEN. BIGGER 'N LIFE.

OUT THERE SOMEWHERE.

XAVIER... ONSLAUGHT... THE NUTTY PROFESSOR... ALL COMES DOWN TO THE SAME AGAIN, RED.

US AGAINST THEM.

AS USUAL.

TABITHA SMITH, MELTDOWN, IS CURRENTLY THE HOTHEAD OF THE GROUP.

INCREDIBLE.

THE TAPE-LOOPS OF XAVIER'S BETRAYAL HAVE BEEN LOCKED DIRECTLY INTO THE MONITOR CIRCUITS...

... BUT THE HARDWARE ITSELF REMAINS UNTOUCHED.

HE'S LAUGHING AT US.

ROBERTO DaCOSTA -- A.K.A. SUNSPOT -- IS A SOLAR FUSE, BURNING EVER CLOSER TO THE SOURCE.

WE KNOW WHO ONSLAUGHT IS NOW, TEAM -- NO DOUBT ABOUT THAT ANYMORE --

"-- BUT WE STILL DON'T KNOW QUITE WHAT HE IS."

SUCH CASUAL CAMARADERIE AND FAMILIAR EASE, THE STRENGTH IN THEIR NUMBERS...

ANOTHER TIME -- ANOTHER WORLD --

-- THIS COULD HAVE BEEN A HAVEN FOR ME.

MAYBE EVEN A... HOME.

BUT THE BIG ONE, CALIBAN --

"-- AND DOMINO..."

NATE..?



THAT
LOOK IN YOUR
EYES, KID -- LIKE
YOU HAVE SOMETHING
TO SAY, BUT HAVE
NO INTENTION OF
SAYING IT --

-- I'D
RECOGNIZE
IT A MILE
AWAY...

I KNEW
A WOMAN
LIKE YOU
ONCE.

SHE WAS A
COLD-BLOODED
ASSASSIN...

... A HEARTLESS
MERCENARY.

AND..?



SHE
BUTCHERED
MY FRIENDS IN
COLD BLOOD,
RIGHT BEFORE
MY EYES.

LOVED
EVERY MINUTE
OF IT,
TOO.

OUCH~

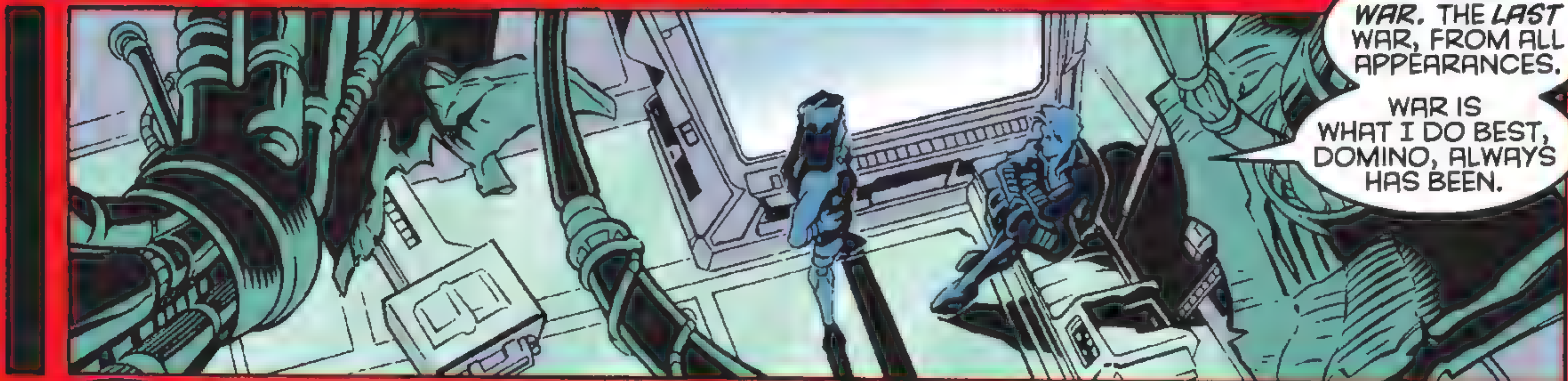
AND
YOU ALSO
KNOW THAT
WASN'T ME.

SUPPOSE
I DO.

HARDLY
MATTERS
ANYWAY.

THIS IS
WAR. THE LAST
WAR, FROM ALL
APPEARANCES.

WAR IS
WHAT I DO BEST,
DOMINO, ALWAYS
HAS BEEN.



UNTIL I
FOUND THIS
WORLD, AT
LEAST.

THIS
BATTLEGROUND
IS STILL SO STRANGE
TO ME. AND YOUR X-FORCE
SEEMS SO BALANCED --
SO COMPLETE
ALREADY --

-- I
AM OF LITTLE
OR NO USE
TO THEM.

EVERYBODY
WANTS ME ALL
OF A SUDDEN, NOW
MORE THAN
EVER.

BUT THE
ONLY PERSON
WHO NEEDS ME --
WHO EVER REALLY
NEEDED
ME --



"-- IS THE GIRL
I LEFT BEHIND."

HE FINDS SOME
COMFORT HERE.

NESTLED IN THE HEART
OF THE UPPER WEST
SIDE OF MANHATTAN...

... ST. JOHN THE DIVINE
CATHEDRAL IS ONE OF
THE PRECIOUS FEW
PLACES SHE HAS EVER
FOUND COMFORT IN
THE CITY OF HER BIRTH.

IT'S NOT SO MUCH THE
PRESENCE OF SOMETHING
BIGGER, THE AWARENESS
OF SOMEONE WATCHING
HER, SURROUNDING
HER --

-- THAT'S A SENSATION SHE'S
NEVER BEEN ABLE TO ESCAPE,
IN FACT, AND IT OFFERS FAR
LESS SECURITY THAN IT SHOULD.

IT'S JUST THE LIGHT
IN THE DARKNESS...

THE WAY THE STAINED-GLASS
WINDOWS CASTS THE SHARPEST
SHADES INTO THE DEEPEST
SHADOWS --

-- SPLINTERS OF RED
SLASHING THROUGH
SHARDS OF BLACK --

-- REFLECTING MOSAICS
OF CHAOTIC COLORS.

SHE KNOWS
HOW THAT
FEELS.

... FORGIVE US
OUR TRESPASSES,
AS WE FORGIVE THOSE
WHO TRESPASS
AGAINST US...

THRENODY ISN'T
ALL TOGETHER.

A MUTANT WITH THE TWISTED
ABILITY TO ABSORB AND
RECHANNEL THE ENERGIES
RELEASED IN DEATH, SHE'S A
TARGET ON HER BEST DAYS.

TONIGHT -- WITH THE
NEW CONFUSION IN
HER HEART FEEDING
THE OLD CACOPHONY
IN HER HEAD --

-- SHE'S AN EASY TARGET
FOR THOSE WHO HAVE
TRESPASSED AGAINST HER.

ARCLIGHT...

...HARPOON...

...SCALP-HUNTER...

... AND
VERTIGO.

...AND
DELIVER US
FROM
EVIL...

AMEN.

MARAUDERS... A CLONED
AND RE-CLONED VILLAINOUS
SQUAD OF MUTANTS.

NO!!

RUN,
LITTLE
MOUSE,
RUN --

CHT
CHT
CHT

BUDDA
BUDDA
BUDDA

-- BUT
THERE'S
NOWHERE
LEFT TO
HIDE!

UHN...

THE TIMES THEY ARE
A' CHANGIN',
THRENODY...

... AND A TOUCH
OF VERTIGO CAN
STILL BE QUITE
DISCONCERTING,
I SEE.

WOULDN'T...
THINK SO...
SCALP...

... IF YOU
WALKED A MILE
IN MY
HEELS.

BUDDA
BUDDA

-ULK-
-ULK-
-ULK-

NOW TO FIGURE
A WAY OUT OF THIS
AMBUSH WITHOUT
GETTING MYSELF
KILLED.



WORST
MISTAKE YOU
EVER MADE,
GIRL --

--WAS
LEAVING YOUR
LITTLE "X-MAN"
BEHIND.

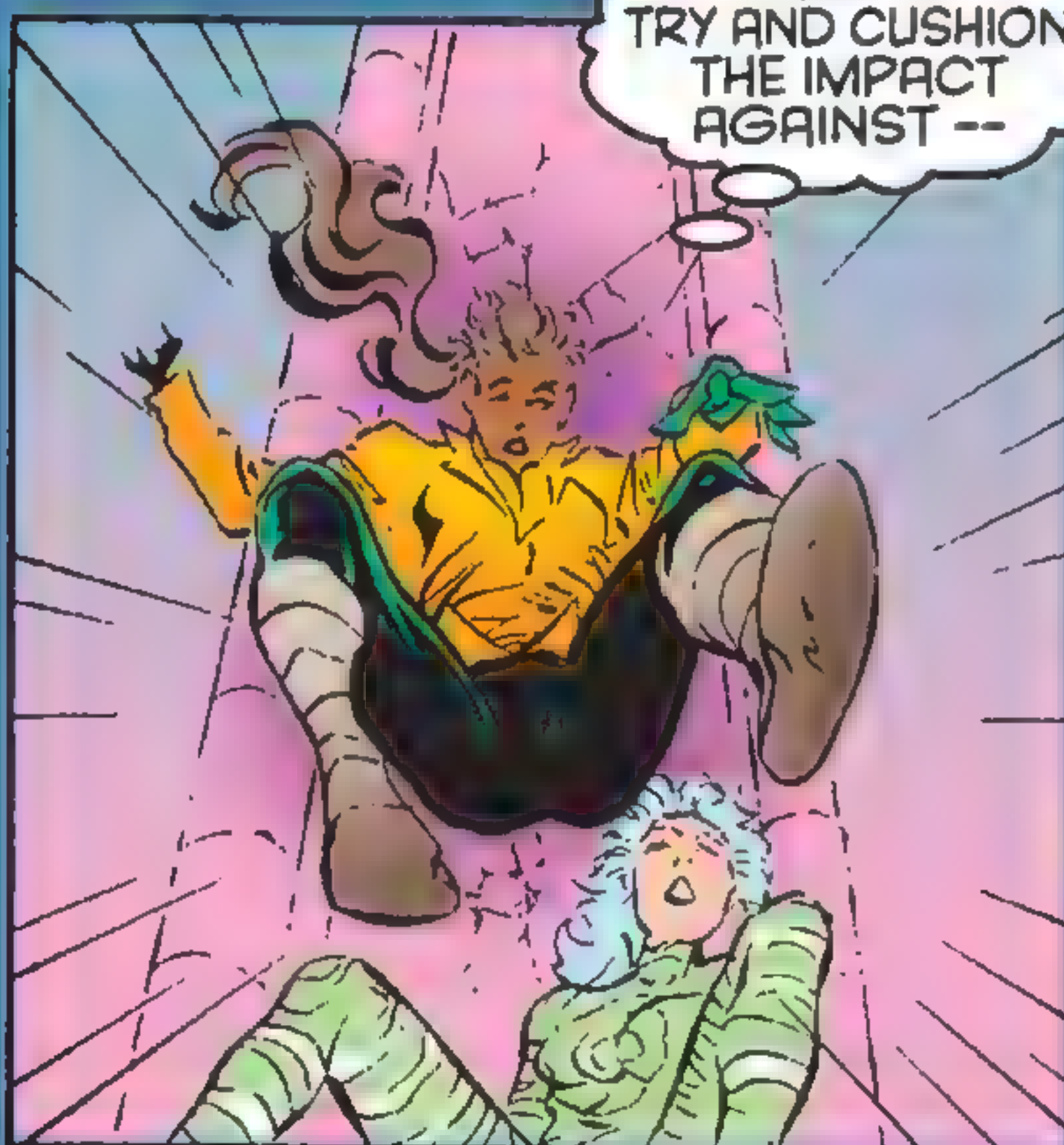


UNFF...

YOU HAD
T'VE KNOWN
HE WOULDN'T
APPROVE OF
THAT.



HAVE TO
TRY AND CUSHION
THE IMPACT
AGAINST --

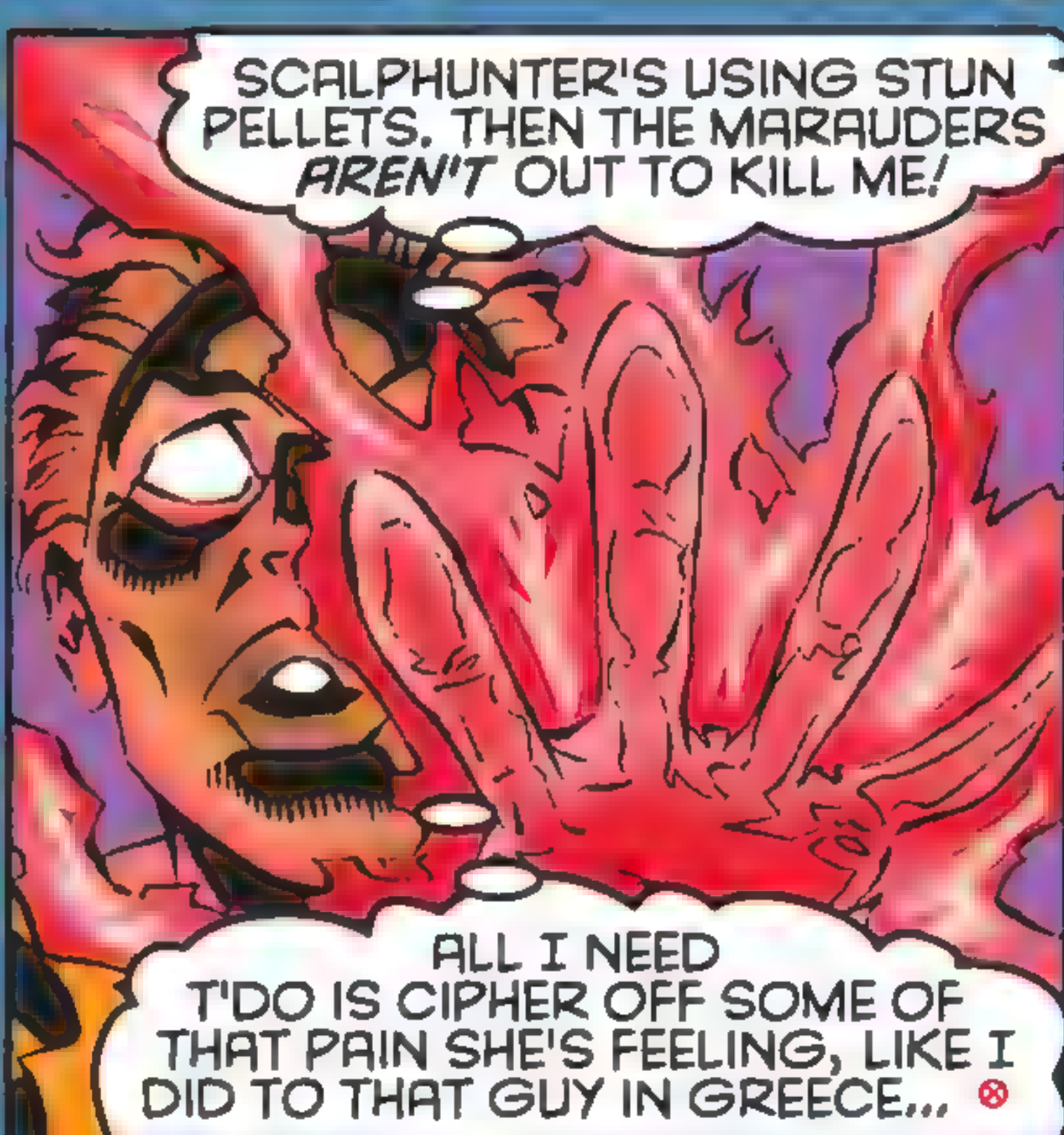


-- VERTIGO..?

STILL
BREATHING..?!



SCALPHUNTER'S USING STUN
PELLETS. THEN THE MARAUDERS
AREN'T OUT TO KILL ME!



ALL I NEED
T'DO IS CIPHER OFF SOME OF
THAT PAIN SHE'S FEELING, LIKE I
DID TO THAT GUY IN GREECE...

"... AND RELEASE THE ENERGY BACK
AT THESE TWO-BIT CLONES."

YEAAAAR!

SEE [X-MEN: THE MOVIE](#) FOR ALL THE
DEADLY DETAILS - Joye.



HA! BET THEY WEREN'T EXPECTING THAT!

AN' I KNOCKED THEM OUT, FOR NOW, AT LEAST --

-- WHICH WILL GIVE ME THE CHANCE TO MAKE GOOD MY ESCAPE.

THE 'RAUDERS OBVIOUSLY WANTED ME ALIVE FOR ...

WELCOME BACK, CHILD.

...**SINISTER!**

WELCOME HOME.

COME TO ME, MY DEAR.

THERE IS MUCH TO DISCUSS BETWEEN YOU AND ME.

YOU HAVE PLAYED YOUR ROLE OF DAMSEL IN DISTRESS ALL TOO WELL, PRETTY DEATHSONG.

THUS FAR.

BUT IT'S ONLY THE BEGINNING. THE BOY HAS YET TO COMPLETELY TRUST YOU.

READY OR NOT --

-- AND I DOUBT VERY, VERY MUCH THAT HE IS --

"--- THE SEED
OF SUMMERS MUST
BE HARVESTED..."

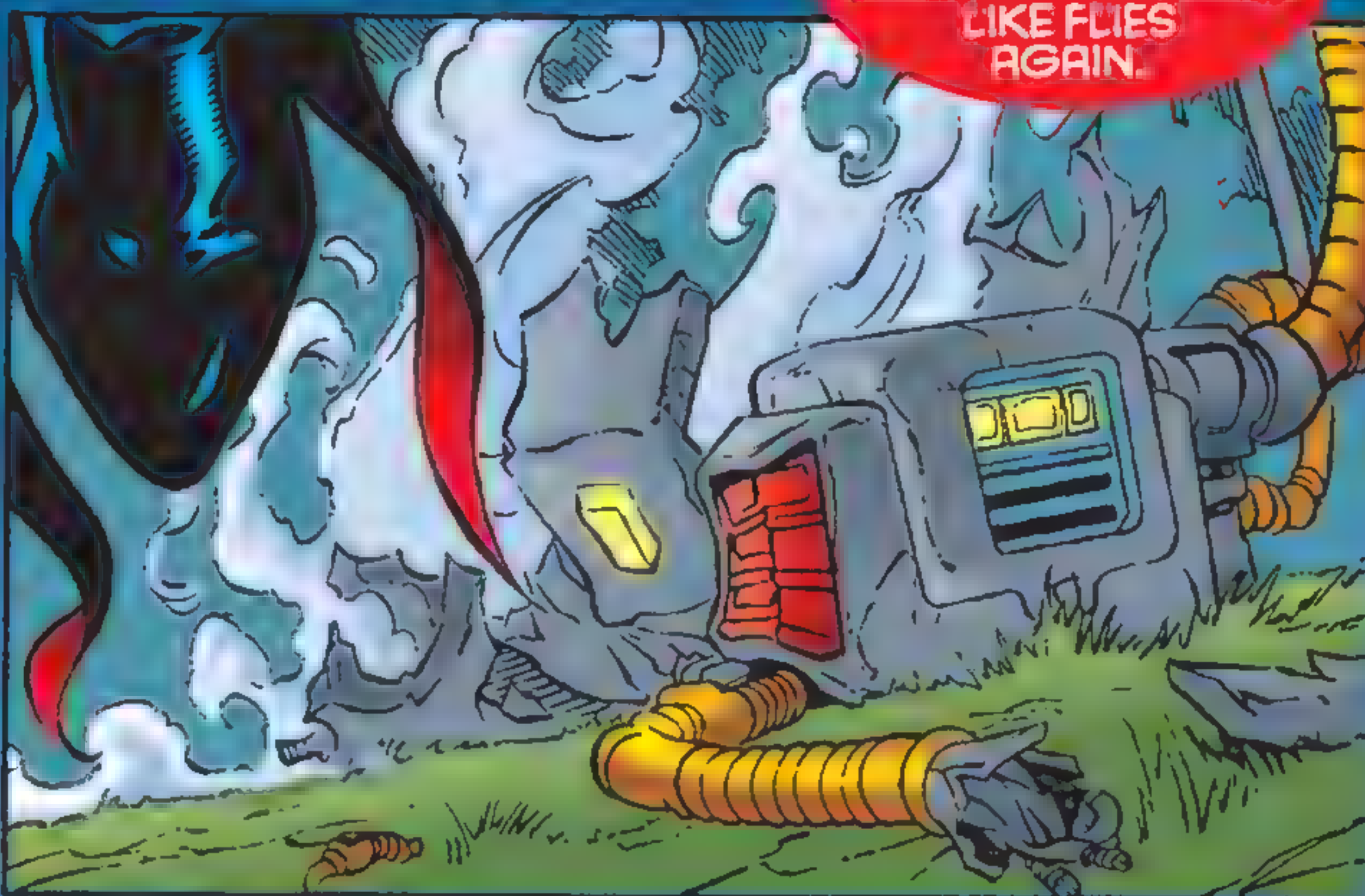
THIRTY
MINUTES
LATER...

PROBLEM,
DOM.

DID
WHAT I COULD
WITH WHAT I
HAD.

... FINALLY
MANAGED TO
STROKE THE
EXTERNAL SECURITY
MONITORS BACK
ON-LINE --

... WHEN
PERIMETER-
DEFENSE DRONES
STARTED DROPPING
LIKE FLIES
AGAIN.



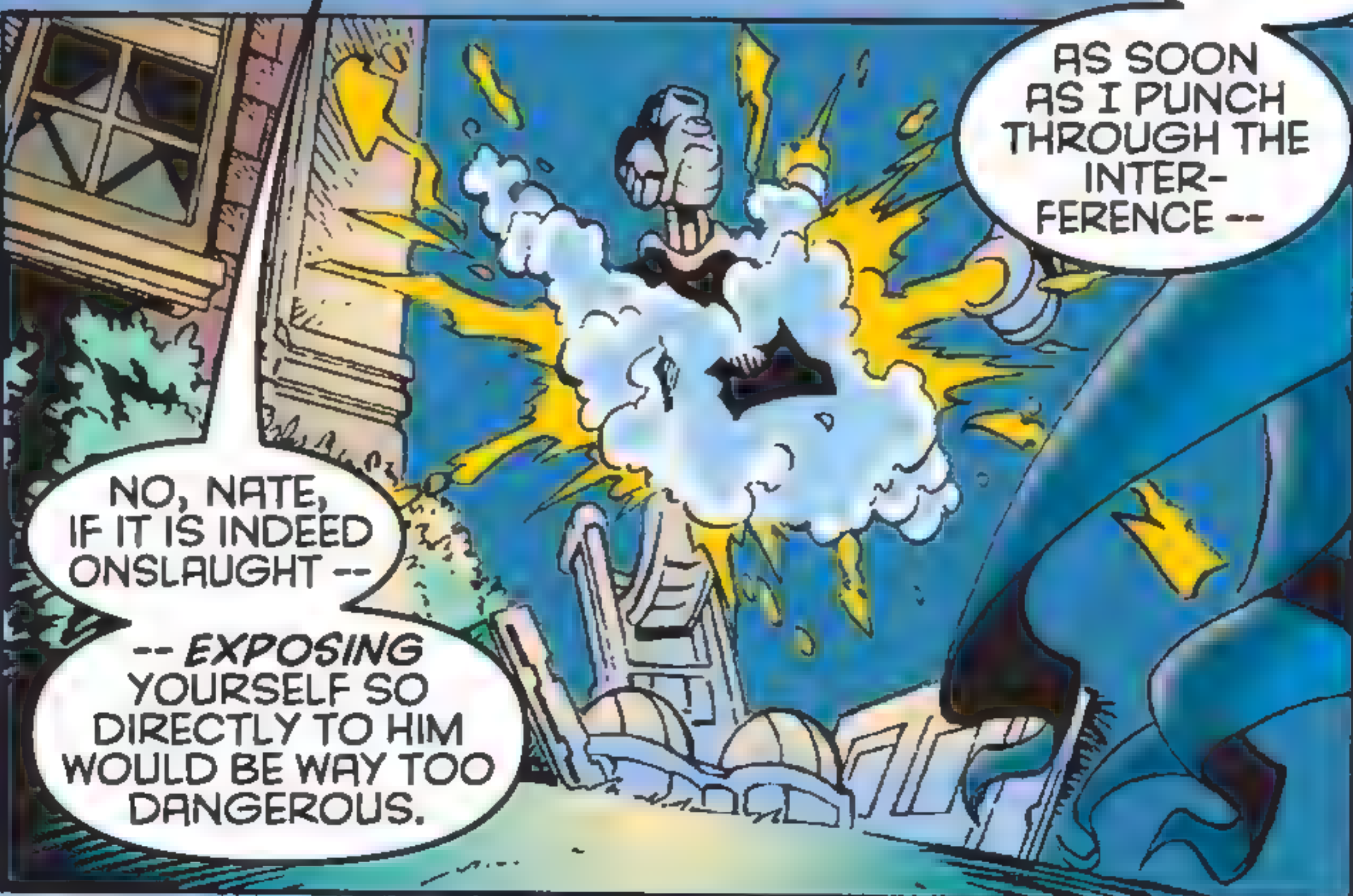
HOLD UP,
GREY.

DON'T
DO
ANYTHING
WE'LL
ALL --

MY
SURFACE
PSI-SCAN
OF THE
ESTATE'S
BEING
BLOCKED.

SOMEONE --
SOMETHING -- IS
OUT THERE.

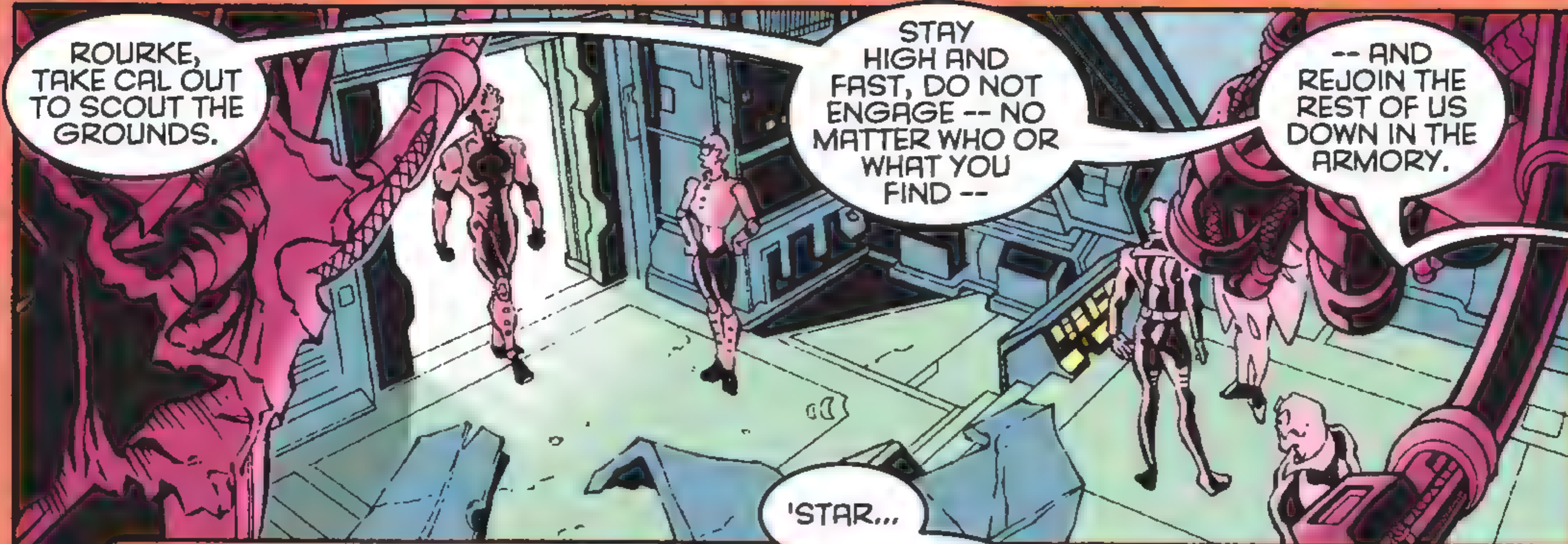
COMING
CLOSER.



NO, NATE,
IF IT IS INDEED
ONSLAUGHT --

-- EXPOSING
YOURSELF SO
DIRECTLY TO HIM
WOULD BE WAY TOO
DANGEROUS.

AS SOON
AS I PUNCH
THROUGH THE
INTER-
FERENCE --



ROURKE,
TAKE CAL OUT
TO SCOUT THE
GROUNDS.

STAY
HIGH AND
FAST, DO NOT
ENGAGE -- NO
MATTER WHO OR
WHAT YOU
FIND --

-- AND
REJOIN THE
REST OF US
DOWN IN THE
ARMORY.

'STAR...
HOW'RE
YOU HOLDING
UP?

THE YOUNG MUTANT
NAMED SHATTERSTAR,
A ONCE-PROUD REBEL
WARRIOR FROM A WORLD
THAT IS TRULY A STAGE --

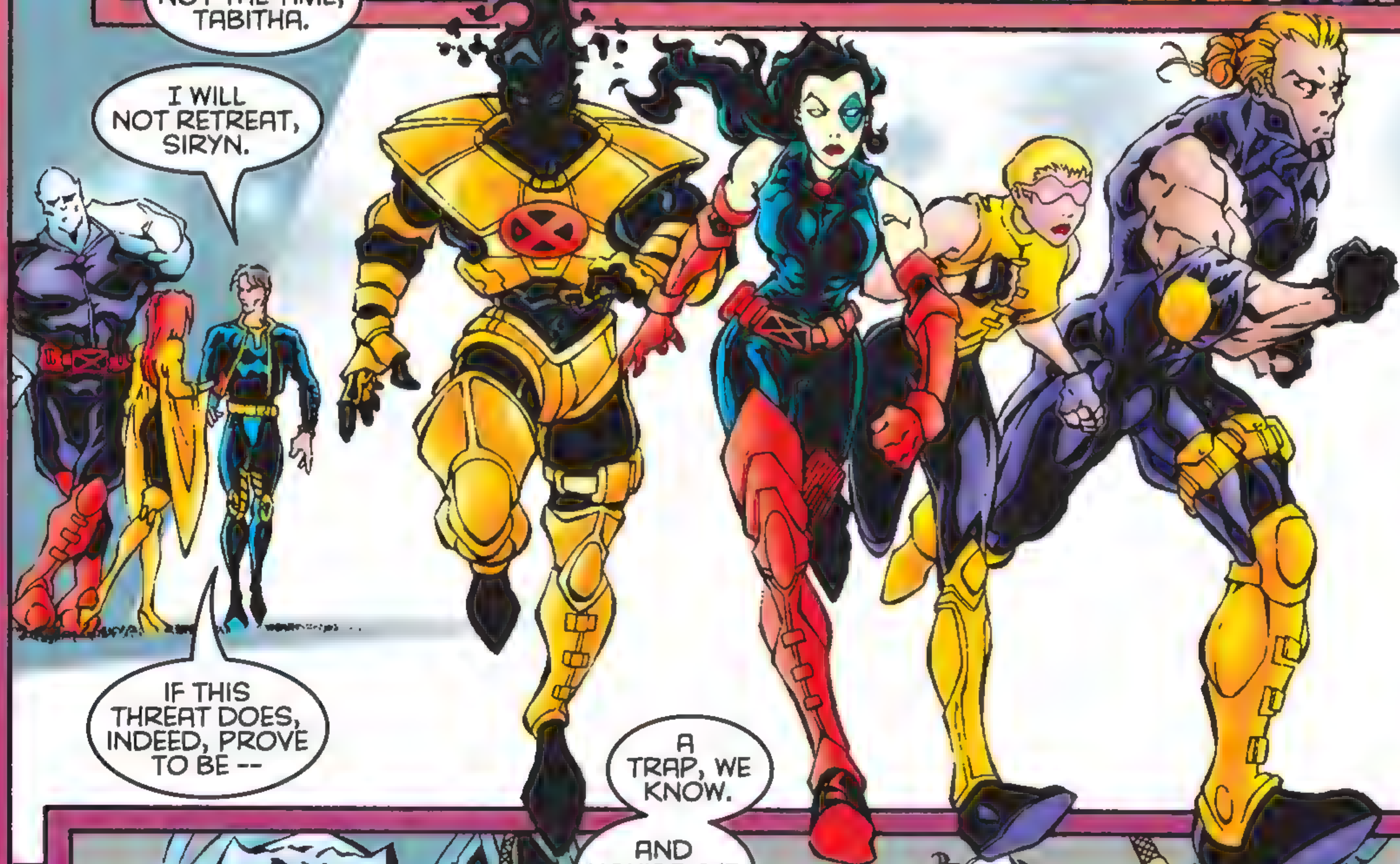
-- BORN AND BRED
TO BATTLE FOR THE
ENTERTAINMENT OF
OTHERS --

-- RECENTLY CAUGHT
A SHOCKING GLIMPSE
BEHIND THE CURTAIN. *

AND IT SEEMS HE
MAY NOT BE HALF
THE MAN HE USED
TO BE.

X-FORCE # 56 - Joye

NOW'S
NOT THE TIME,
TABITHA.



I WILL
NOT RETREAT,
SIRYN.

IF THIS
THREAT DOES,
INDEED, PROVE
TO BE --

A
TRAP, WE
KNOW.

AND
YOU'RE THE
QUARRY.

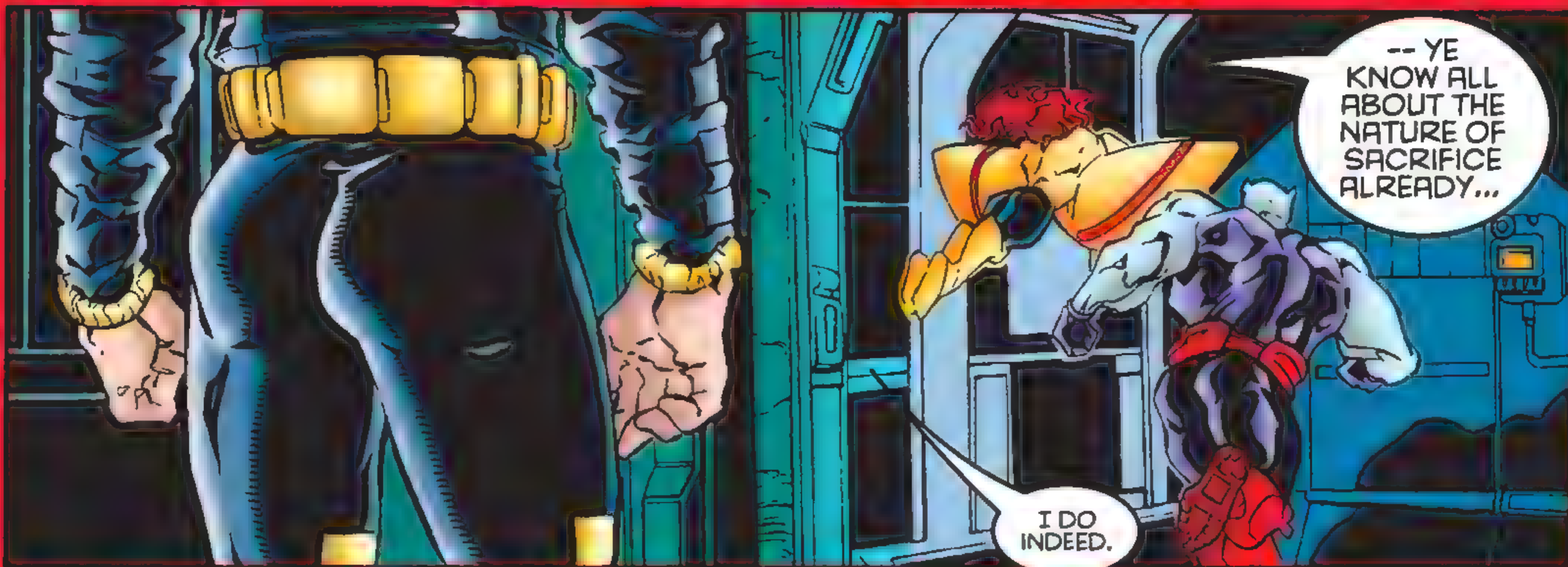
THE
ONE WHOSE
POWERS
COULD -- AND
PROBABLY,
WOULD --

-- MAKE
YE THE DEATH
OF US ALL IN THE
HANDS OF
ONSLAUGHT...

... OR
THE LAST
T' STAND
AGAINST
HIM.

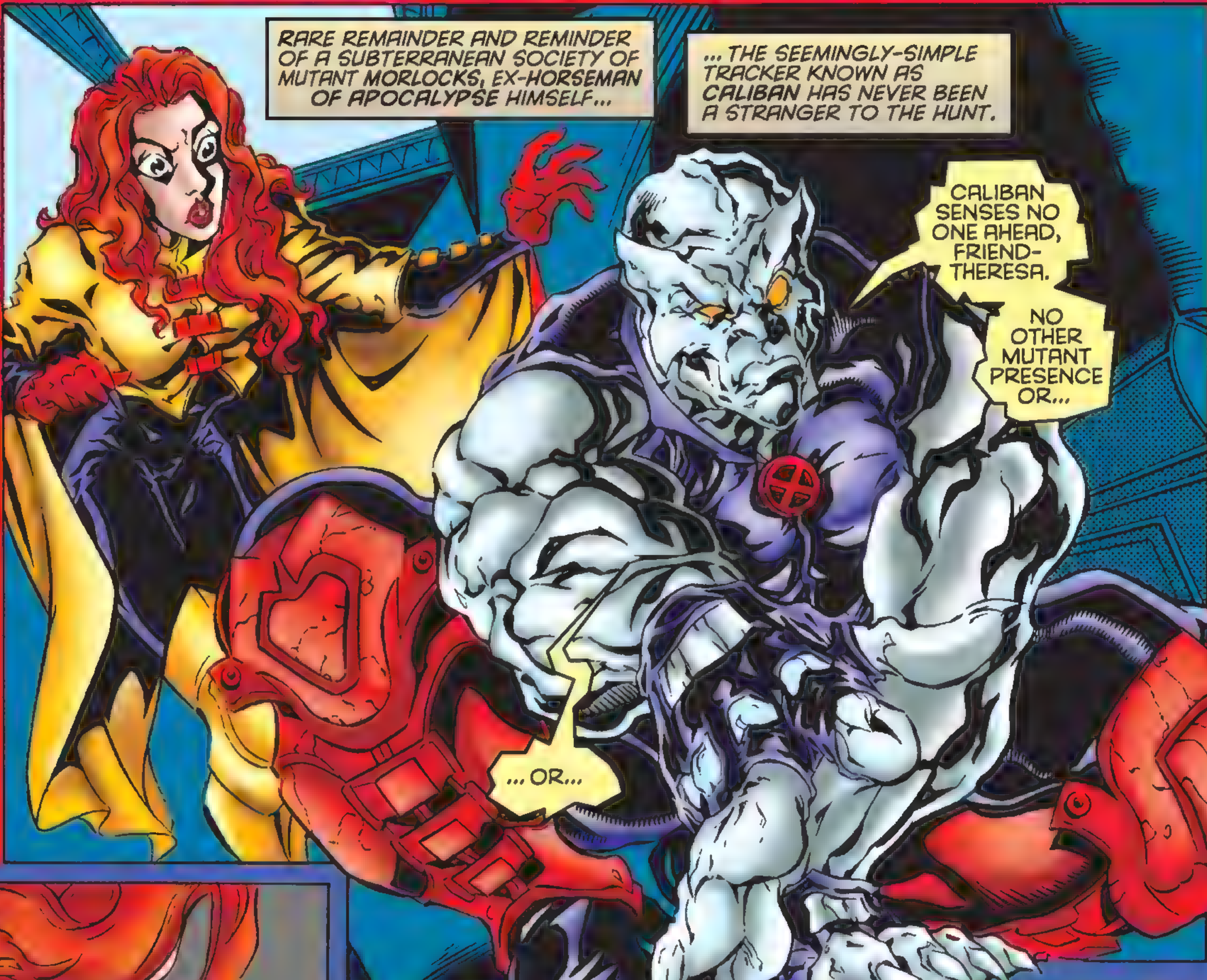
YE
CANNAE
COME,
NATE.

BUT THE
WAY I HEAR
IT FROM MOIRA
MacTAGGERT --
SEE IT IN
YER FACE --



-- YE
KNOW ALL
ABOUT THE
NATURE OF
SACRIFICE
ALREADY...

I DO
INDEED.



RARE REMAINDER AND REMINDER
OF A SUBTERRANEAN SOCIETY OF
MUTANT MORLOCKS, EX-HORSEMAN
OF APOCALYPSE HIMSELF...

... THE SEEMINGLY-SIMPLE
TRACKER KNOWN AS
CALIBAN HAS NEVER BEEN
A STRANGER TO THE HUNT.

CALIBAN
SENSES NO
ONE AHEAD,
FRIEND-
THERESA.

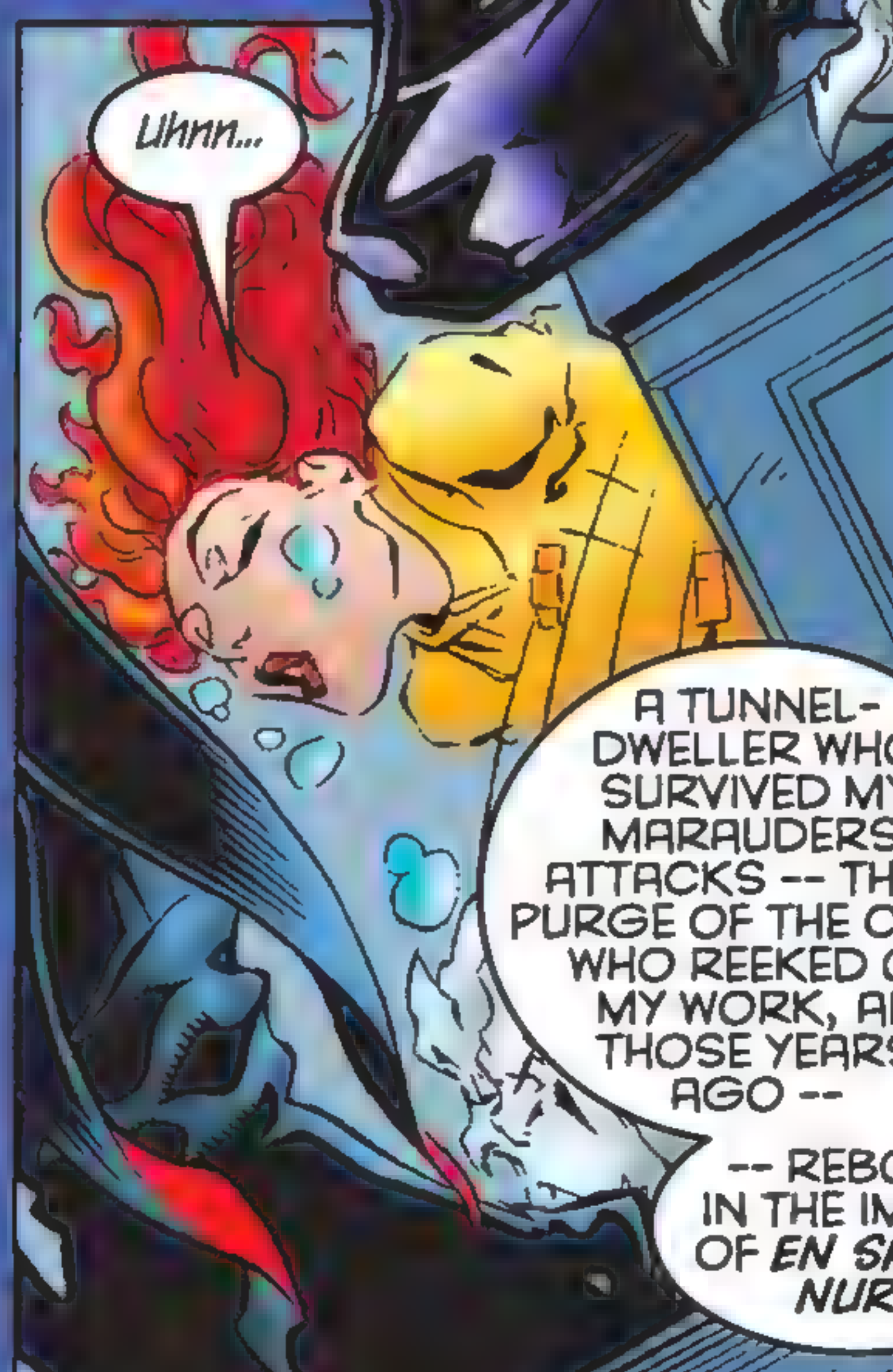
NO
OTHER
MUTANT
PRESENCE
OR...

... OR...



WAIT...
CALIBAN
DOES
DETECT --

CURIOUS...



Uhhn...

A TUNNEL-
DWELLER WHO
SURVIVED MY
MARAUDERS'
ATTACKS -- THEIR
PURGE OF THE CROP
WHO REEKED OF
MY WORK, ALL
THOSE YEARS
AGO --

-- REBORN
IN THE IMAGE
OF EN SABAH
NUR.



THIS
CREATURE
AND I WOULD
HAVE MUCH TO
EXPLORE
TOGETHER...

"... IF TIME ALLOWED."

LAST STAND, BOYS AND GIRLS.

A TELEPATH OF ONSLAUGHT'S STATURE ALREADY KNOWS ALL THERE IS ABOUT OUR INDIVIDUAL POWERS, OUR TRIED-AND-TRUE COMBAT MANEUVERS...

... SO EVERYTHING GOES NOW.

WE MUST RELY ON CABLE'S MUNITIONS VAULT.

CHOOSE YOUR WEAPONS CAREFULLY, TEAM, CHECK AND RECHECK EVERYTHING.

TWICE.

GREY, FLASH MY THOUGHTS FOR ALL YOU NEED TO LEARN ABOUT --

DONE.

STILL CAN'T GET USED TO THAT.

CABLE'S SO BUTTONED-UP AND "THINK BEFORE YOU ACT" -- SO WARY OF WASTING HIS TELEKINESIS --

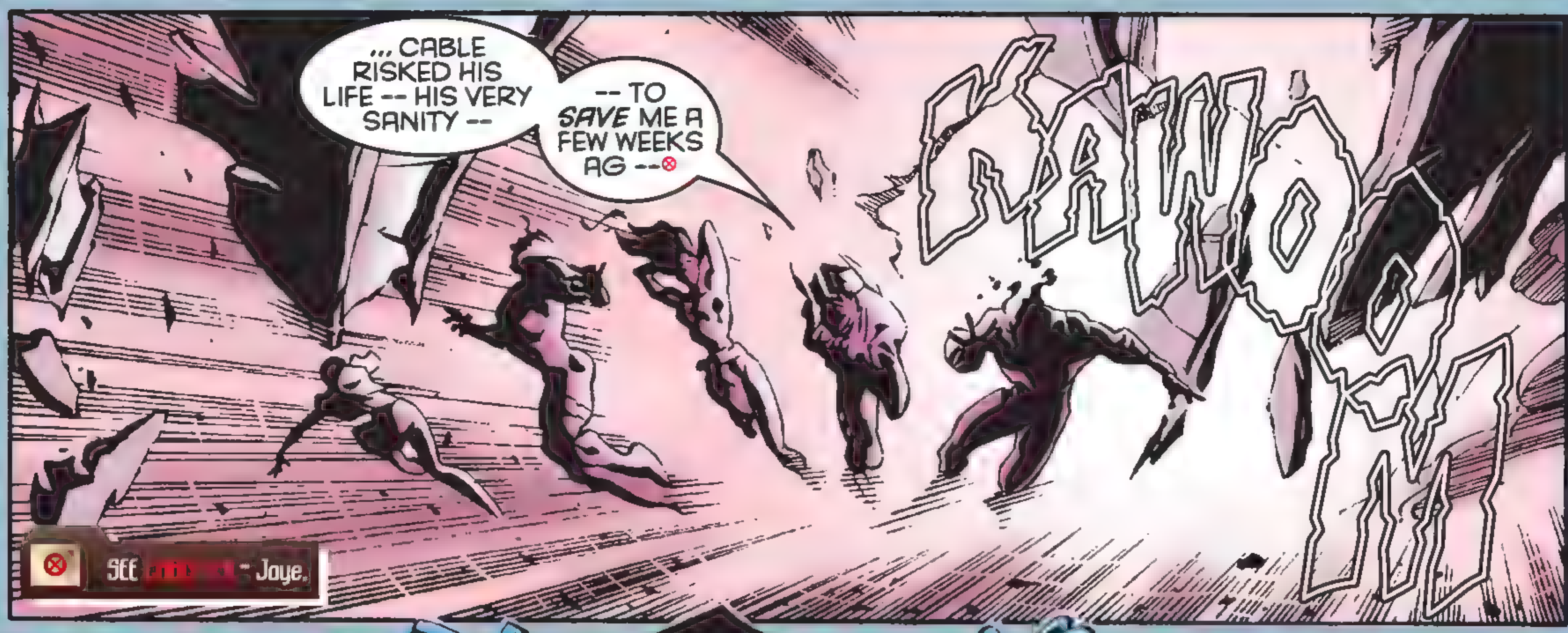
AND I'M JUST A KID WITH WAY TOO MUCH POWER ON HIS HANDS.

NOT QUITE CABLE.

NOBODY'S SAYING THAT, BELIEVE ME.

BUT YOU HAVE TO UNDERSTAND HOW THEY -- WE, *ALL* OF US -- HAVE COME TO FEEL ABOUT THE MAN...

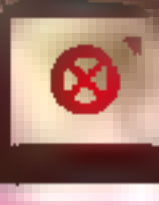
I'M BEGINNING TO...

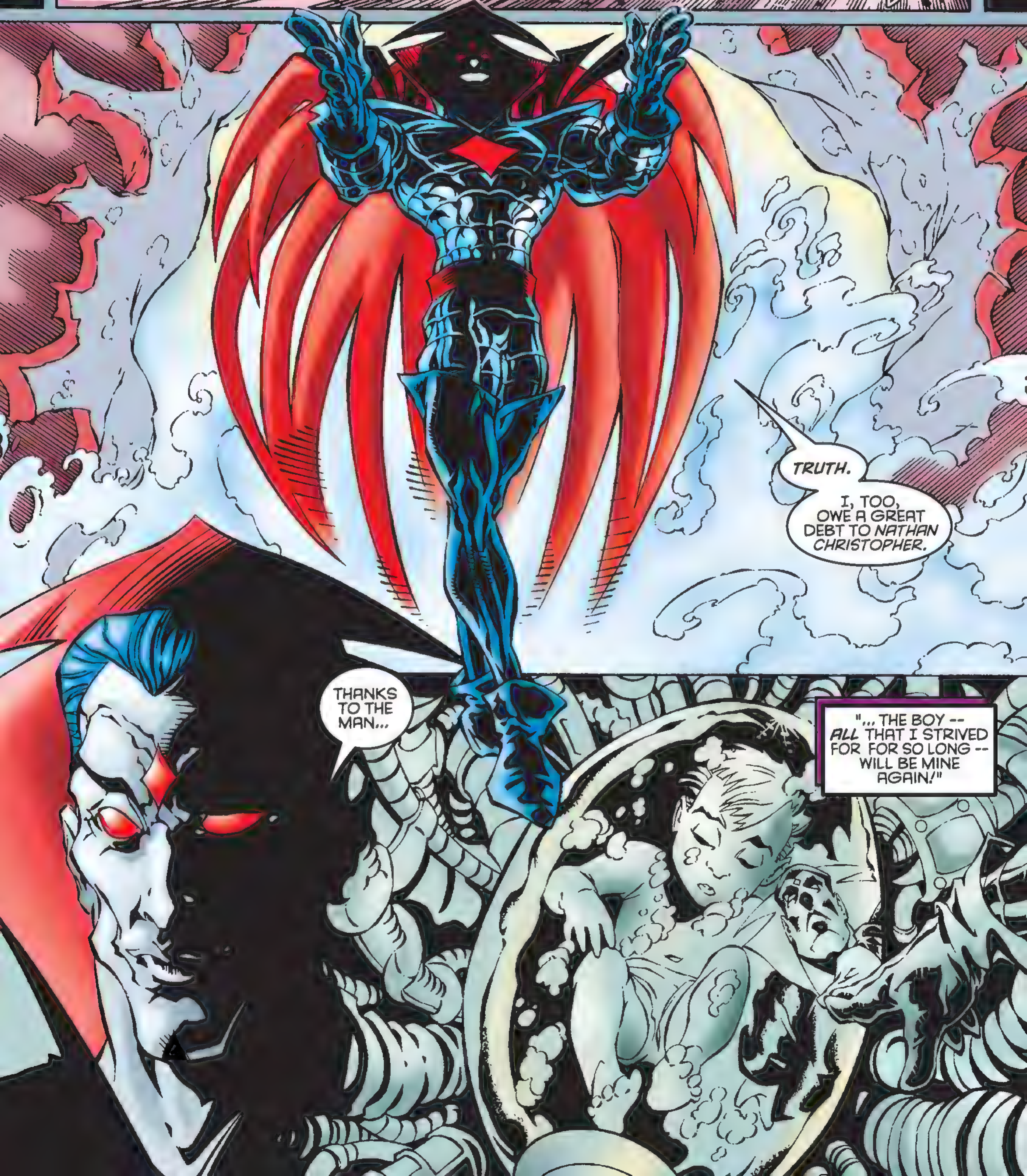


... CABLE
RISKED HIS
LIFE -- HIS VERY
SANITY --

-- TO
SAVE ME A
FEW WEEKS
AG --

CRASH

SEE  Joye.

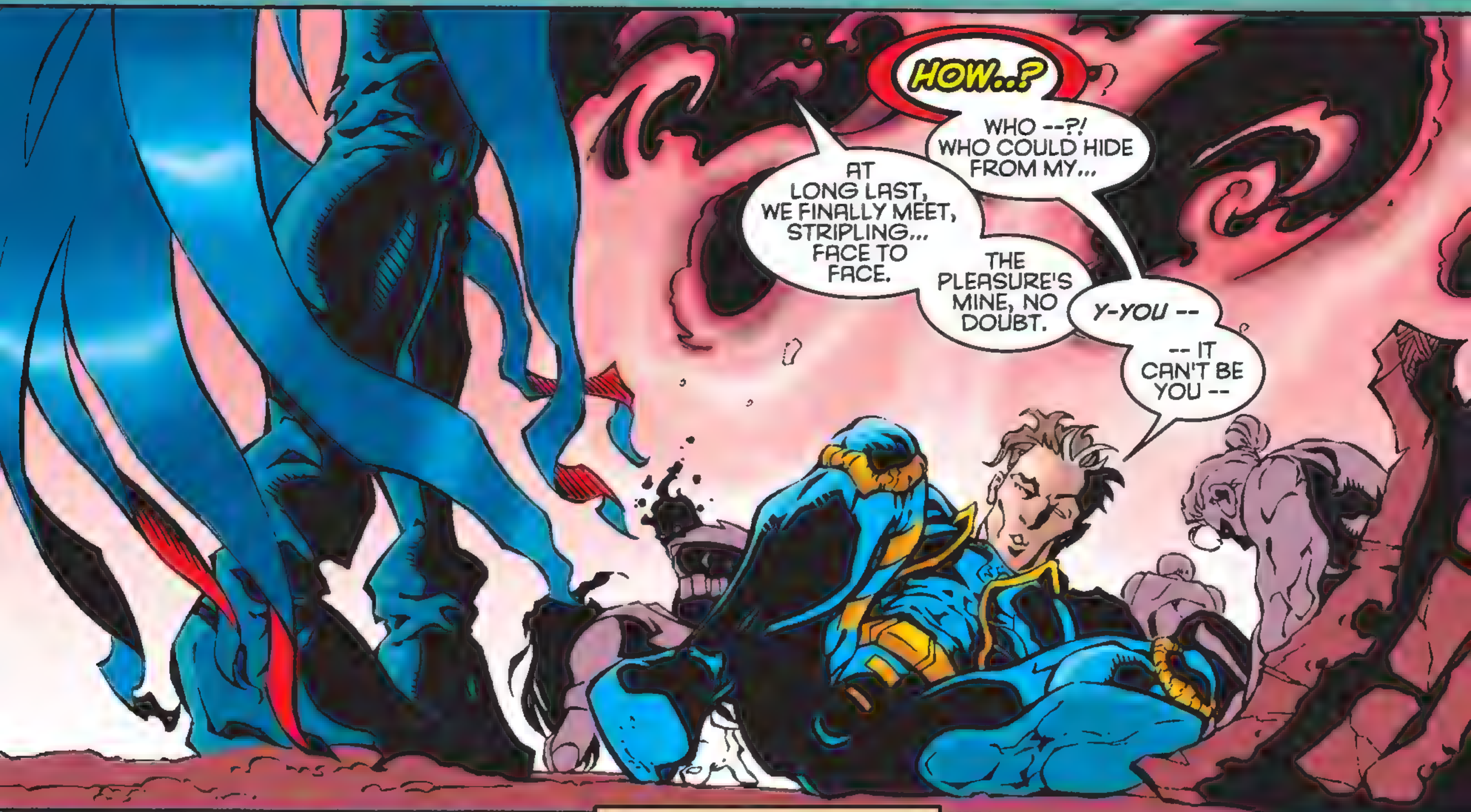


TRUTH.

I, TOO,
OWE A GREAT
DEBT TO NATHAN
CHRISTOPHER.

THANKS
TO THE
MAN...

"... THE BOY --
ALL THAT I STRIVED
FOR FOR SO LONG --
WILL BE MINE
AGAIN!"



HOW..?

WHO --?!
WHO COULD HIDE
FROM MY...

AT
LONG LAST,
WE FINALLY MEET,
STRIPLING...
FACE TO
FACE.

THE
PLEASURE'S
MINE, NO
DOUBT.

Y-YOU --

-- IT
CAN'T BE
YOU --

MEMORIES ABRUPTLY FLOOD
NATE'S MIND, LITERALLY, A
TIDAL WAVE OF THOUGHTS
AND FEELINGS RAGING OUT
OF HIS CONTROL.

THE SUDDEN
SIGHT OF THIS
MAN SO LIKE
THE MONSTER
WHO
SLAUGHTERED
FORGE --

-- THE CLOSEST
HE WOULD EVER
KNOW TO FAMILY,
TO A FRIEND,
TO A FATHER --

-- SWEEPS HIM
THROUGH A
GLIMMER OF
REVELATION.

AN IMPORTANT
REVELATION.



SINISTER --?

SINISTER
CREATED
ME?!

NATHAN...



AWAY FROM HIM
Dr. DEMENTO --
NOW --
-- THE
KID'S WITH
X-FORCE!

HARDLY
A HURDLE, I
DARESAY...

KWOOM

POOM

**CHOOM
CHOOM**

POOM



... TO ONE
WHO HAS THE
KNOWLEDGE --

-- AND
ABILITY --

-- TO
PREVENT YOU
FROM ACCESSING
YOUR MUTANT
POWERS.



I DID
NOT DEDICATE
MY LIFE TO
STUDYING GENETIC
MUTATION FOR
NAUGHT, MIND
YOU.



IT'S ME
YOU'RE AFTER,
NOT THEM.

LEAVE
THEM
ALONE.

GREY..?

SUCH A
MAGNIFICENT
CULMINATION OF
GENETIC PERFECTION.
ALL I'VE EVER WANTED --
AND *WORKED TOWARD* --
EMBODIED IN ONE
RAW, UNTRAINED
BOY.



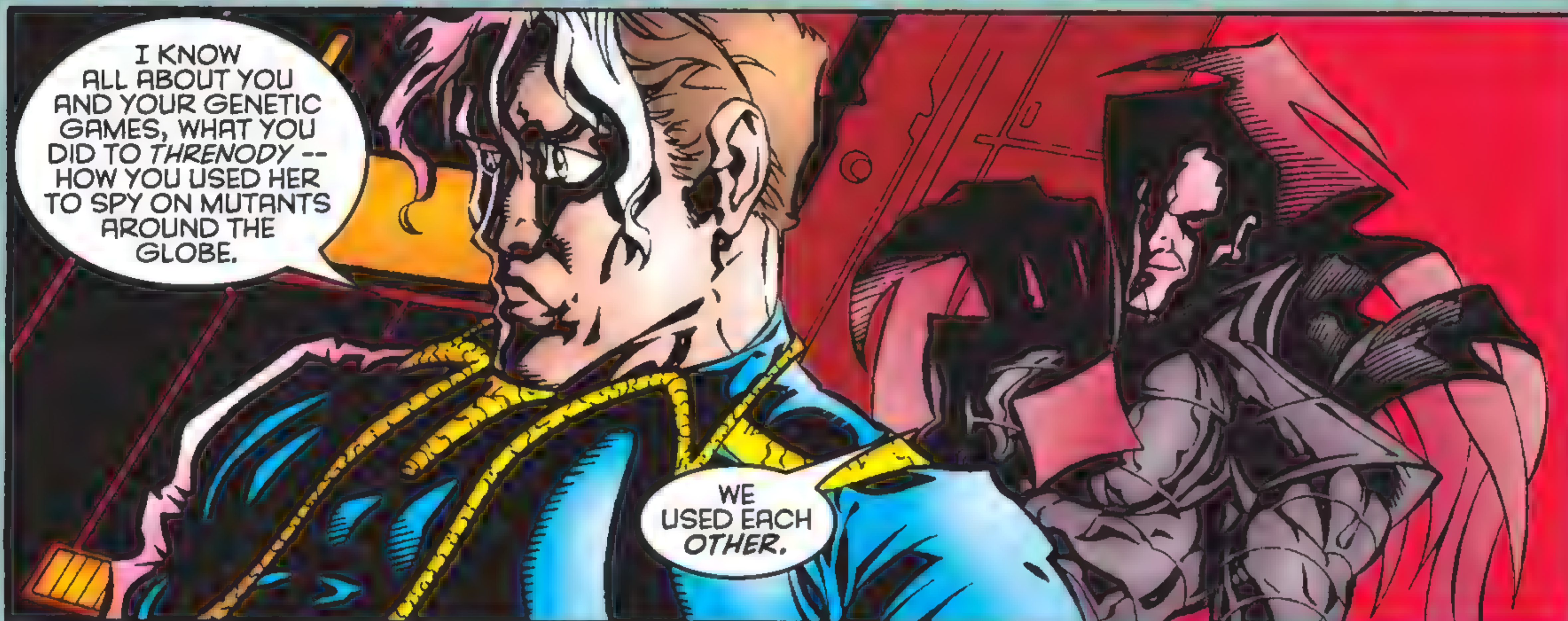
YOU
NEED NOT
FEAR ME.

THE
UNEXPECTED
X-MAN WHOSE
ARRIVAL HERE IN THIS
REALITY MAY HAVE
AWAKENED THE VERY
CONCEPT OF
ONSLAUGHT --

W-WHAT..?

-- THE ONE
WHO GAVE THE
PSI-BEAST PHYSICAL
ACCESS TO ITS ARMOR
FOR THE FIRST TIME.

FORCIBLY
PULLING XAVIER
FROM THE ASTRAL
PLANE... VIRTUALLY
TEACHING HIM
HOW --



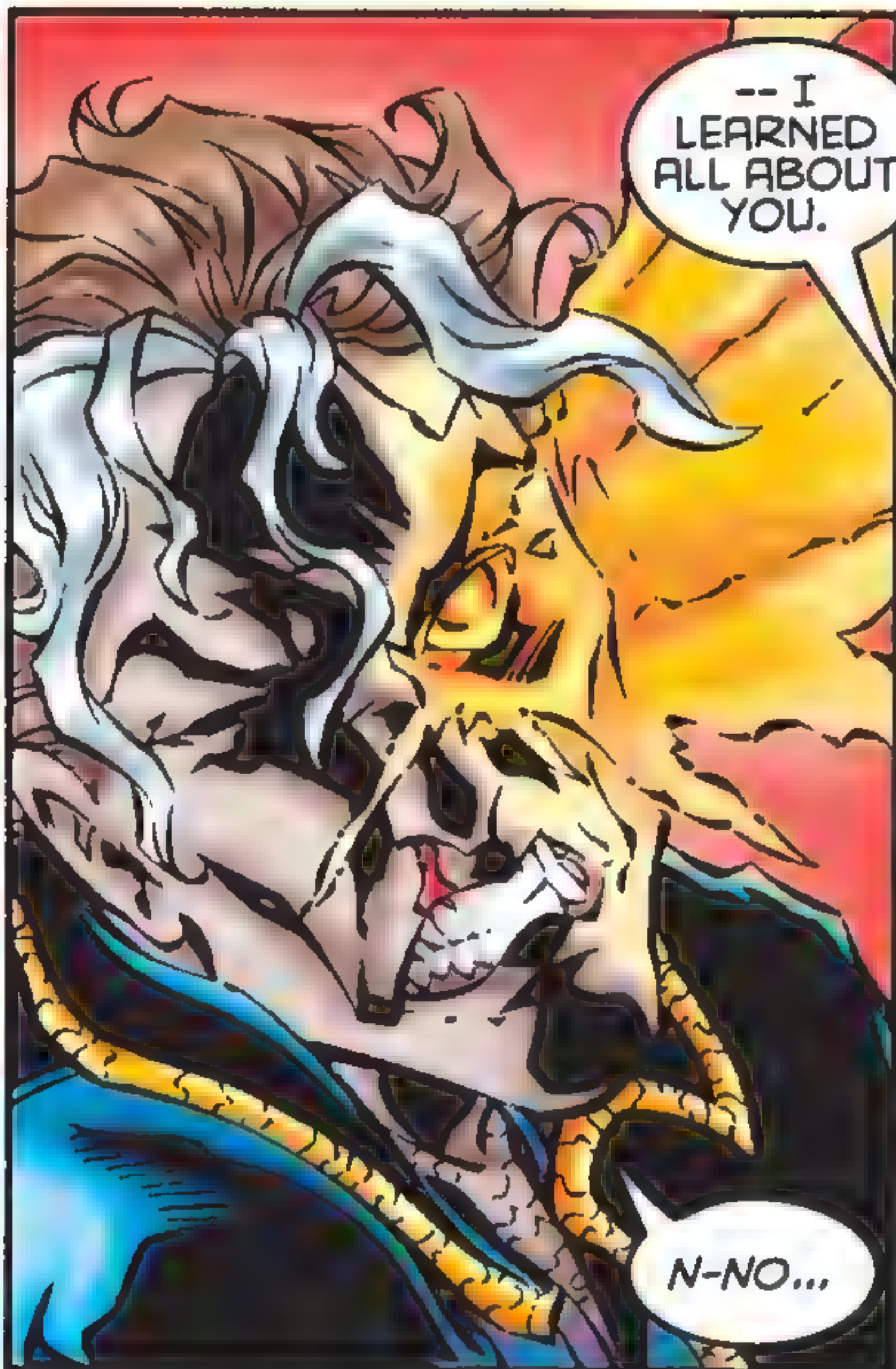


WHA..?

IN THE WEEKS I'VE STUDIED YOU AND YOUR ABILITIES, NATHAN --



-- MET AND MAPPED YOUR MIND FAR MORE INTIMATELY THAN YOU COULD POSSIBLY YET KNOW, IN FACT --



-- I LEARNED ALL ABOUT YOU.

N-NO...



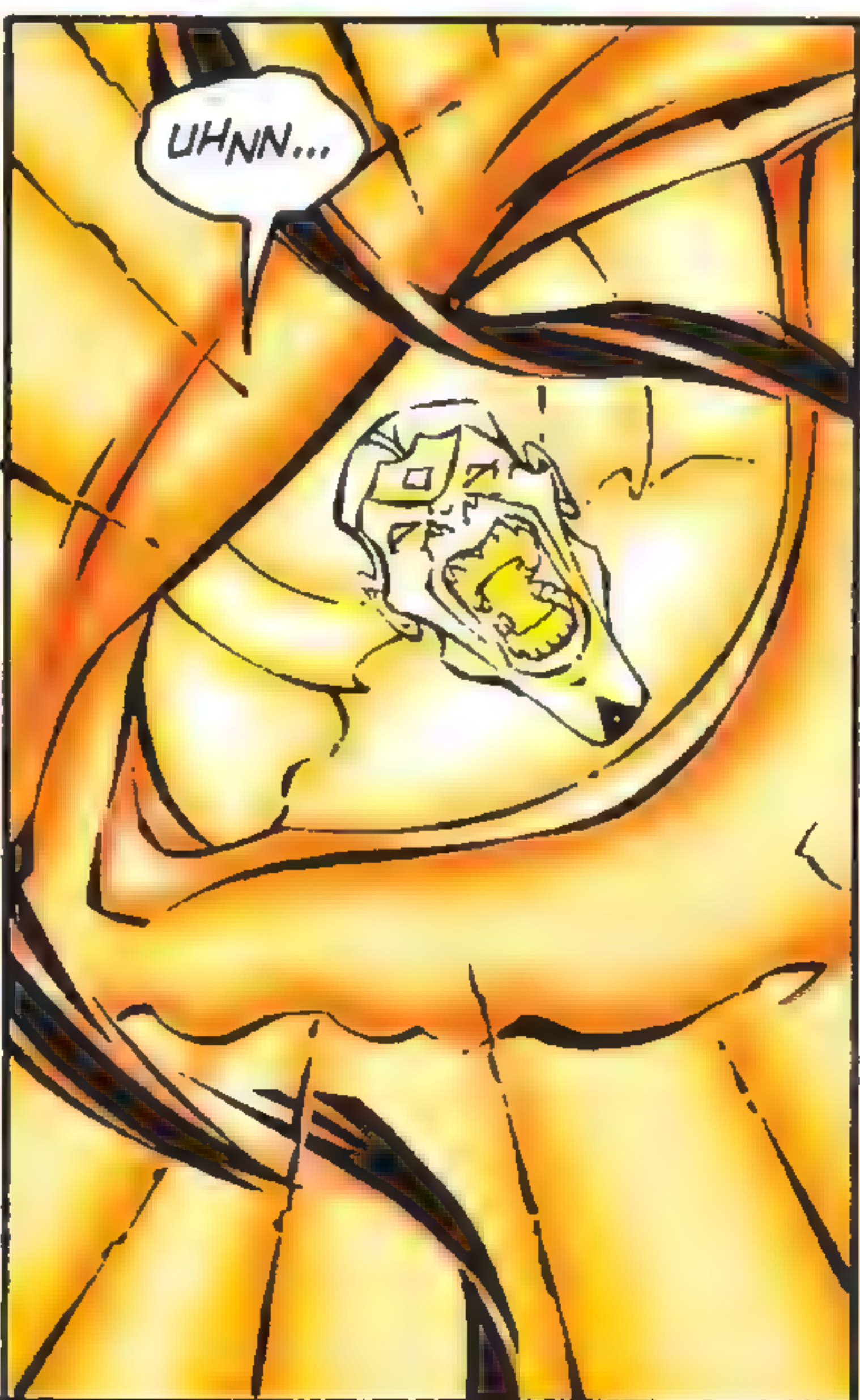
THE INFINITE POTENTIAL...
... AT YOUR COMMAND...

... THE FULL PROMISE... OF THE MAN CALLED CABLE...

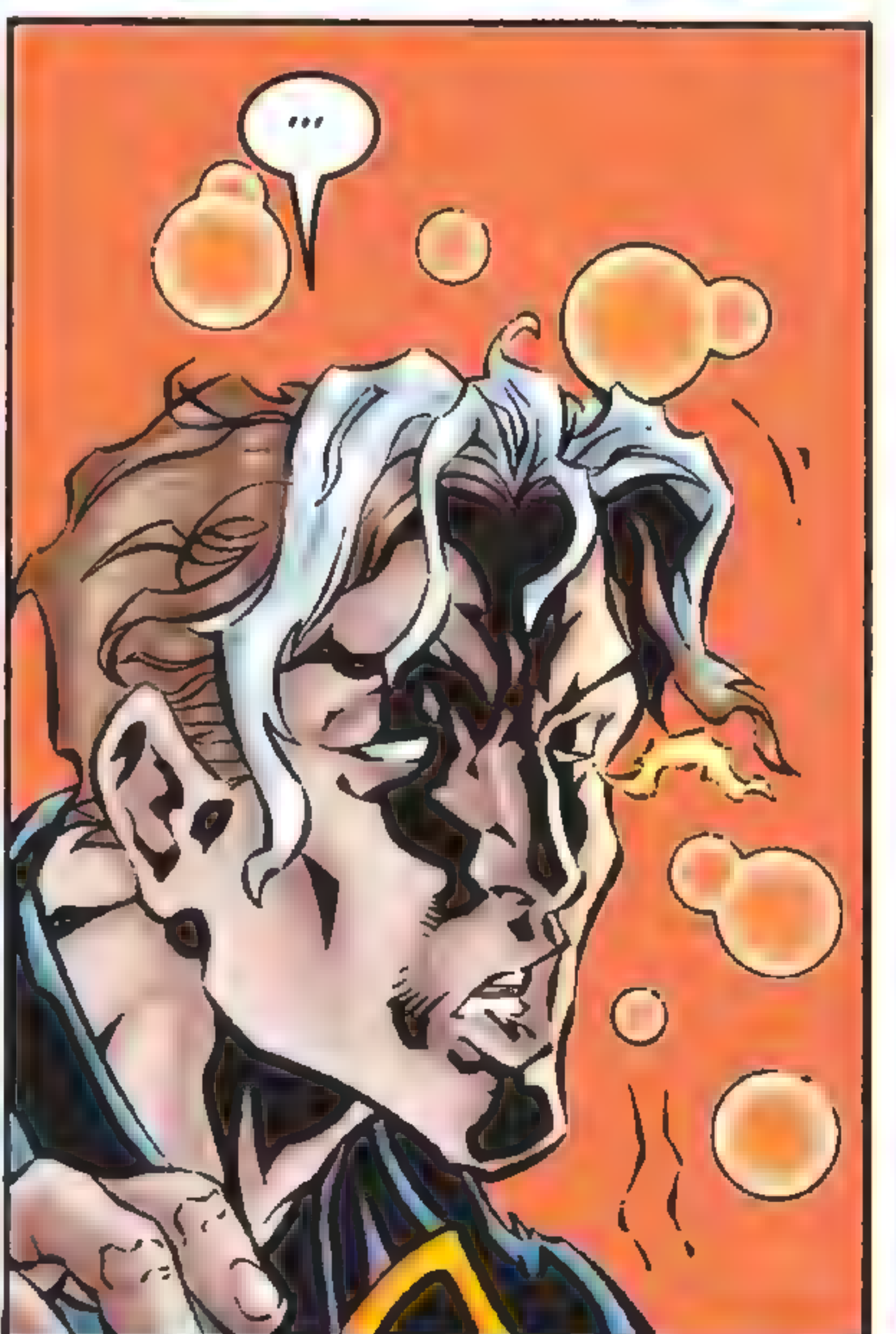


MINE... ONCE BEFORE...

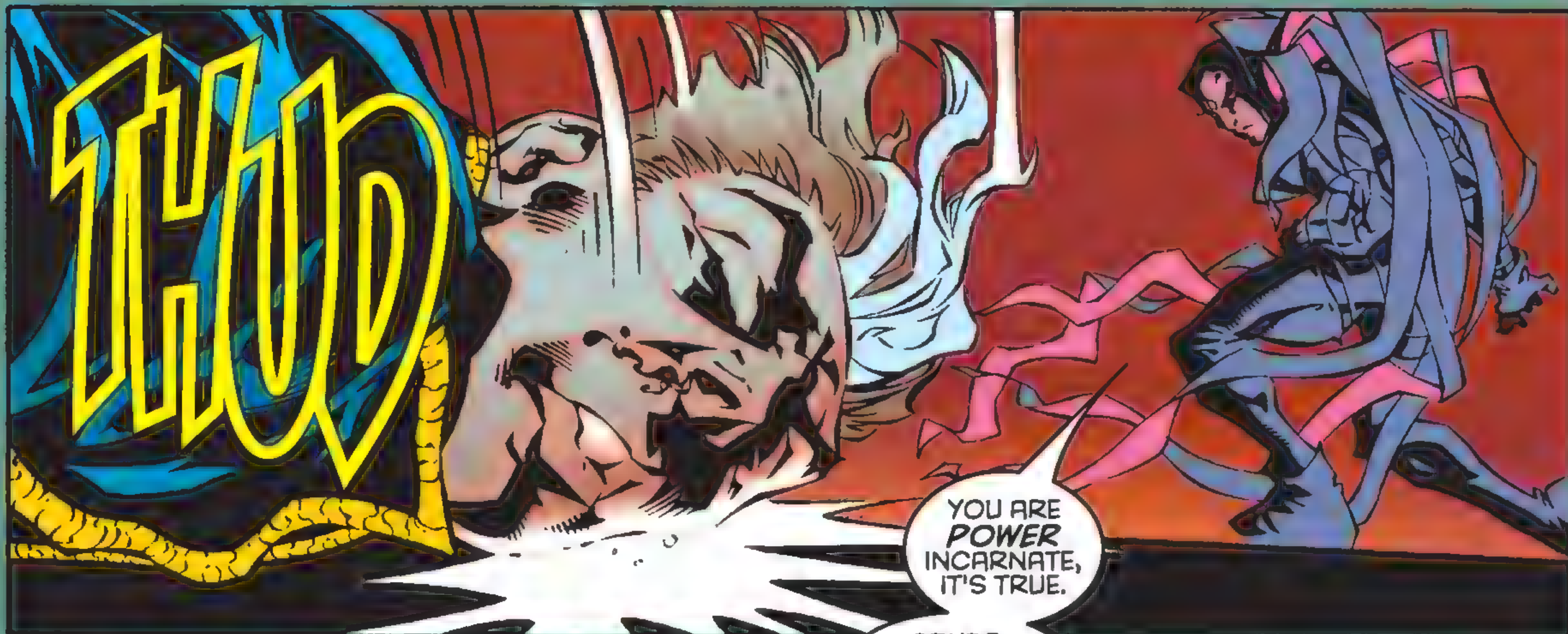
MINE BY RIGHT.



UHHN...



...



CONTINUES IN **X**
FORCE **57** NEXT WEEK, THEN IN **X**
MAN **19!**

MARVEL
COMICS

X-MEN

AUG '95 57

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WOLFE

WOLFSLAUGHT
IMPACT 1

SOMETHING
SINISTER
AMONG
US

FEATURING:

X
MAN

ADAM
PILINA
MARK
MORALES

CALIBAN'S FRIENDS
ARE IN TROUBLE.

CALIBAN IS
IN TROUBLE.

CALIBAN DIDN'T
MAKE THE TROUBLE.

CALIBAN IS A
GOOD PERSON.

JUST
SO WE HAVE
IT CLEAR,
SINISTER.

THE
ONLY WAY
YOU'RE LEAVING
HERE WITH NATE
GREY IS OVER
MY DEAD
BODY.

BOLD
WORDS, FAIR
DOMINO.

BUT
IF THAT IS
THE PRICE FOR
MY TASK AT
HAND --

-- I WILL
BE MORE
THAN WILLING
TO PAY
IT.

SOMEONE ELSE
MADE THIS MESS.

CALIBAN
REMEMBERS
NOW.

CALIBAN REMEMBERS
Mr. SINISTER.

JEPH LOEB ANTHONY CASTRILLO
WRITES PENCILS

MARK MORALES RICHARD STARKINGS
INKS & COMICRAFT LETTERS

MARIE JAVINS MALIBU BOB HARRAS
COLORS ENHANCEMENT PROUD POPPA

Stan Lee
Presents:

IN THE COMPANY OF

STRANGERS

PART
2
THE
BEST
LAID
PLANS...

IMPORTANT!
CONTINUED FROM
X-MAN #18!
ON SALE
NOW!

YOU
CAUGHT US BY
SURPRISE.

BUT,
YOU'RE NOT
GOING UP AGAINST
A BUNCH OF KIDS
ANYMORE.

LAST
TIME WE RAN
INTO EACH OTHER,
YOU TREATED ME
LIKE I WAS
NOTHING.

TIME
FOR A LITTLE
PAYBACK!

PLEASE.
PUT
DOWN THAT
ABSURD
WEAPON.

NONE
OF CABLE'S
WHELPS
CAN HEAR
YOU.

CALIBAN AND HIS FRIENDS
WERE SUPPOSED TO STOP
ONSLAUGHT FROM TAKING
NATE GREY.

BUT ONSLAUGHT
DID NOT COME.
MR. SINISTER
CAME TO TAKE
NATE GREY.

CALIBAN DOESN'T
UNDERSTAND IT,
BUT ONSLAUGHT IS
FRIEND-CHARLES-
XAVIER.

THIS IS FRIEND-
CHARLES-
XAVIER'S HOUSE.
IN A PLACE CALLED
WESTCHESTER.
HE EVEN LETS US
LIVE HERE.

CALIBAN USED TO
LIVE IN THE SEWERS.
THIS IS BETTER.

THAT'S WHY CALIBAN
ALWAYS LIKED FRIEND-
CHARLES-XAVIER. HE
HELPS MUTANTS.

WE HAVE POWERS ---
SOMETIMES SCARY
ONES. LIKE CALIBAN.
LIKE CALIBAN'S FRIENDS.

LIKE

X
FORCE

CALIBAN'S
HEAD IS ON
FIRE.

SOMETHING
IS HAPPENING
TO CALIBAN.

SOMETHING
BAD...

DON'T
YOU FIND IT
THE LEAST BIT
IRONIC?

THAT
YOU OF ALL
PEOPLE
WOULD STAND
AGAINST ME,
DOMINO?

CABLE #28
-- Bob.



CALIBAN!
YOU'RE IN
THE LINE OF
FIRE!

YOU
DON'T ACTUALLY
EXPECT ME TO
TURN AROUND
AND --

RRRRAARRR

Eh?

AAARRGH!

ZZZZZZZZZZ

DOMINO
STOPS
HERSELF.

FOR WHILE THIS WOMAN
WHOSE PAST IS SHROUDED
IN MYSTERY HAS SEEN MANY
THINGS -- (SOME MIGHT
EVEN CALL HER JADED) --

-- CALIBAN'S ACTIONS
ARE... UNEXPECTED
TO SAY THE LEAST...



SO...
THE **HOUND**
SHOWS HIS TRUE
COLORS!

I SEE
NOW THAT
ALLOWING YOU TO
ESCAPE THE SLAUGHTER
OF YOUR FELLOW
MORLOCKS
WAS...

... AN
ERROR
ON MY
PART. ☒

IN THE CLASSIC
"MUTANT MASSACRE"
-- Bob.

FASCINATING.

THIS
IS MORE THAN
MERE RAGE AT
WORK.

IT
HAS ALL THE
HANDPRINTS OF
MY ANCIENT FOE,
APOCALYPSE.

APPARENTLY,
WHEN CALIBAN
WAS GENETICALLY
ALTERED BY
HIM --

-- **APOCALYPSE**
IMPLANTED SOME
SORT OF **FAILSAFE**
DEVICE AGAINST ME
IN PARTICULAR.

HAVE AT ME,
PUPPET.

LET
US FIND OUT
HOW WELL "**THE**
ETERNAL ONE"
HAS PLAYED HIS
HAND.

THIS IS...
UNBELIEVABLE.

CALIBAN'S
ACTUALLY HOLDING
HIS OWN AGAINST
SINISTER.

HE'S
NEVER HINTED
AT THAT KIND
OF POWER TO
US..!





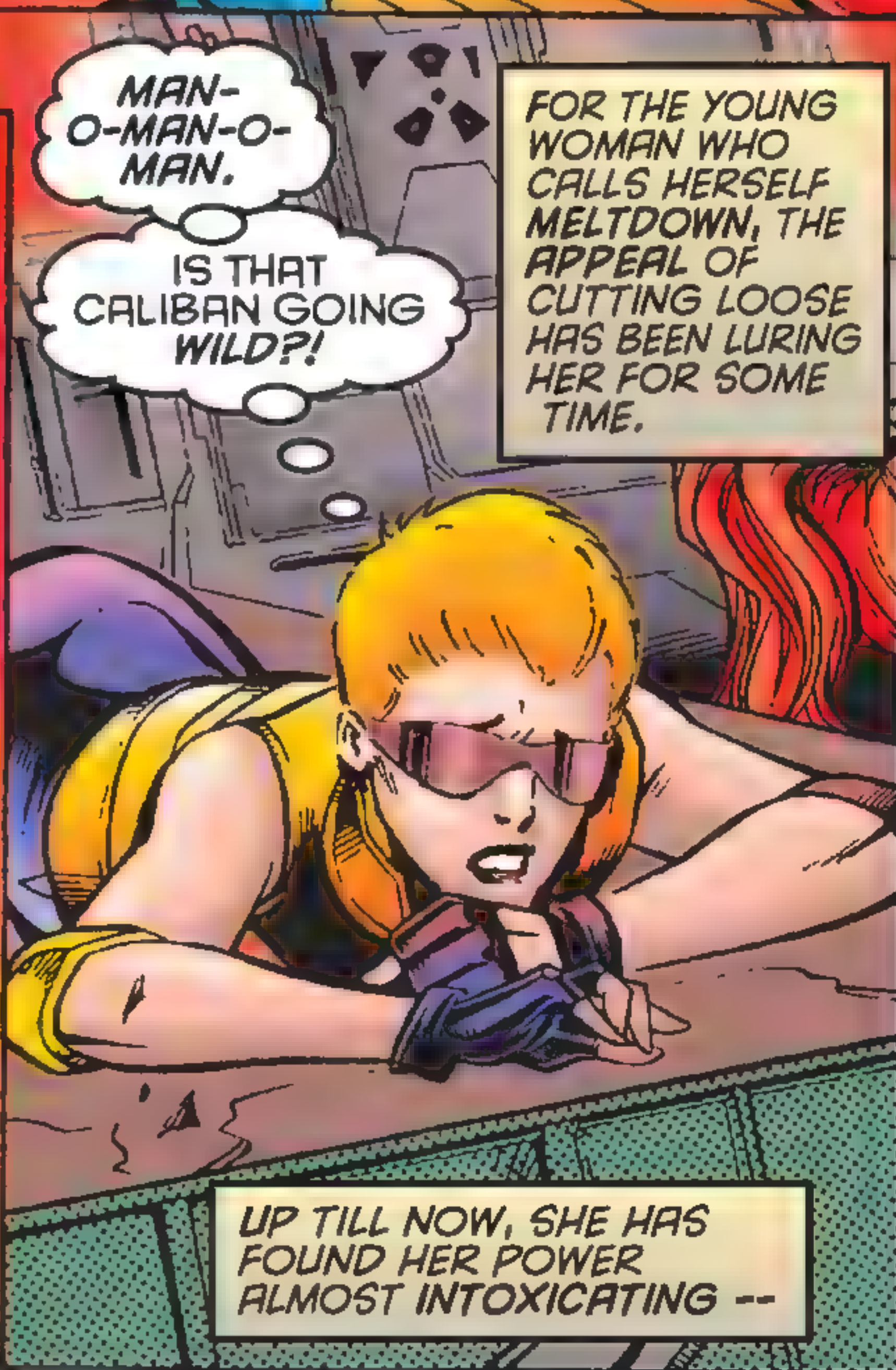
TO HAVE YOUR HUMANITY
STRIPPED AWAY --

-- SO THAT ALL THAT
IS LEFT IS AN ENGINE
OF DESTRUCTION.



A COLD,
MERCILESS,
UNSTOPPABLE
MACHINE --

-- WHERE ONCE
WAS A GENTLE
SOUL.



FOR THE YOUNG
WOMAN WHO
CALLS HERSELF
MELTDOWN, THE
APPEAL OF
CUTTING LOOSE
HAS BEEN LURING
HER FOR SOME
TIME.

UP TILL NOW, SHE HAS
FOUND HER POWER
ALMOST INTOXICATING --

-- BUT AS EACH MEMBER OF THE TEAM REGAINS CONSCIOUSNESS...

SHATTERSTAR -- WHOSE SWORDSMANSHIP AND ACROBATICS KNOW NO PEER (ALTHOUGH OF LATE ALL THAT IS IN QUESTION).

EVEN NATE GREY -- THEIR NEWFOUND ALLY WHOSE TELEKINETIC AND TELEPATHIC POWERS ARE OF STARTLING PROPORTIONS.

SUNSPOT -- WHO BROILS WITH A NEARLY INEXHAUSTIBLE SELF-CONTAINED SOLAR ENERGY.

... THEY ALL SHARE THE SAME THOUGHT.

AT ONE TIME OR ANOTHER, MUTANTS CAN LOSE CONTROL OF THEIR AWESOME POWERS.

AND THEY WONDER...
"COULD THIS HAPPEN TO ME?"



ALL RIGHT.

CALIBAN MAY HAVE BOUGHT US A LITTLE TIME --

-- BUT OUR RESPONSIBILITY IS STILL THE SAME AND THAT'S KEEPING **ONSLAUGHT'S** MITTS OFF OF NATE GREY.

SO I SUPPOSE WE SHOULD BE GRATEFUL THAT WHEN CABLE BUILT THIS ARSENAL DOWN HERE --

-- OVER XAVIER'S OBJECTIONS, I MIGHT ADD --

WARNING
SELF-DESTRUCT
SYSTEM

-- HE DID IT WITH A BACK-UP PLAN.

BRACE YOURSELF, KIDS --

-- FIRE IN THE HOLE!



THE XAVIER INSTITUTE FOR HIGHER LEARNING, SALEM CENTER, WESTCHESTER, NEW YORK.

THROUGH THE YEARS, THIS VENERABLE MANSION HAS GONE FROM BEING A HOME TO A SCHOOL TO THE HEADQUARTERS --

-- OF BOTH THE UNCANNY X-MEN AND THE UNPREDICTABLE X-FORCE.

IT HAS BEEN BESIEGED FROM THE OUTSIDE BY THE LIKES OF MAGNETO AND JUGGERNAUT --

-- AND MOST RECENTLY, PREYED UPON BY XAVIER HIMSELF AT THE HAND OF ONSLAUGHT.

AND YET, THROUGH XAVIER'S STRENGTH OF WILL, THEY HAVE ALWAYS, ALWAYS, ALWAYS REBUILT.

BUT AS THE FIREBALL LIGHTS UP THE NIGHT SKY --

-- THERE IS A CERTAIN AIR OF SADNESS.

FOR THIS IS ONE TIME THOSE WHO HAVE FOLLOWED THE DREAM OF CHARLES XAVIER --

-- THAT HUMANS AND MUTANTS WOULD ONE DAY LIVE IN HARMONY --

-- WORRY IT WILL NOT SURVIVE THIS NIGHTMARE.





AT THAT MOMENT...



JAMES..?

I DON'T KNOW, *RISQUE*. I JUST DON'T KNOW.

AFTER WHAT WE HEARD ABOUT WHAT'S GOING ON IN NEW YORK --

-- THE SENTINELS --

-- THE DESTRUCTION --

-- I NEVER EXPECTED ANYTHING THIS BAD TO HAPPEN.

HIS NAME IS JAMES PROUDSTAR. AS WARPATH, HE'S ARGUABLY THE STRONGEST MEMBER OF X-FORCE.

FOR A TIME, HE HAS BEEN AWAY IN FLORIDA.

IN THE COMPANY OF A WOMAN HE BARELY KNOWS, BUT HAS GROWN QUITE FOND OF.

HER NAME IS *RISQUE*.

AND AS THEY'RE BOTH ABOUT TO LEARN, ONE CANNOT RUN AWAY FROM ONE'S PROBLEMS... FOR THEY ONLY GET WORSE.

PICK UP JUST ABOUT ANY MARVEL COMIC IN THE WHOLE FERSHLUGGINER UNIVERSE! - Bob.



BUT I WAS COUNTING ON THE MANSION BEING SAFE --

-- EVERYONE BEING SAFE.

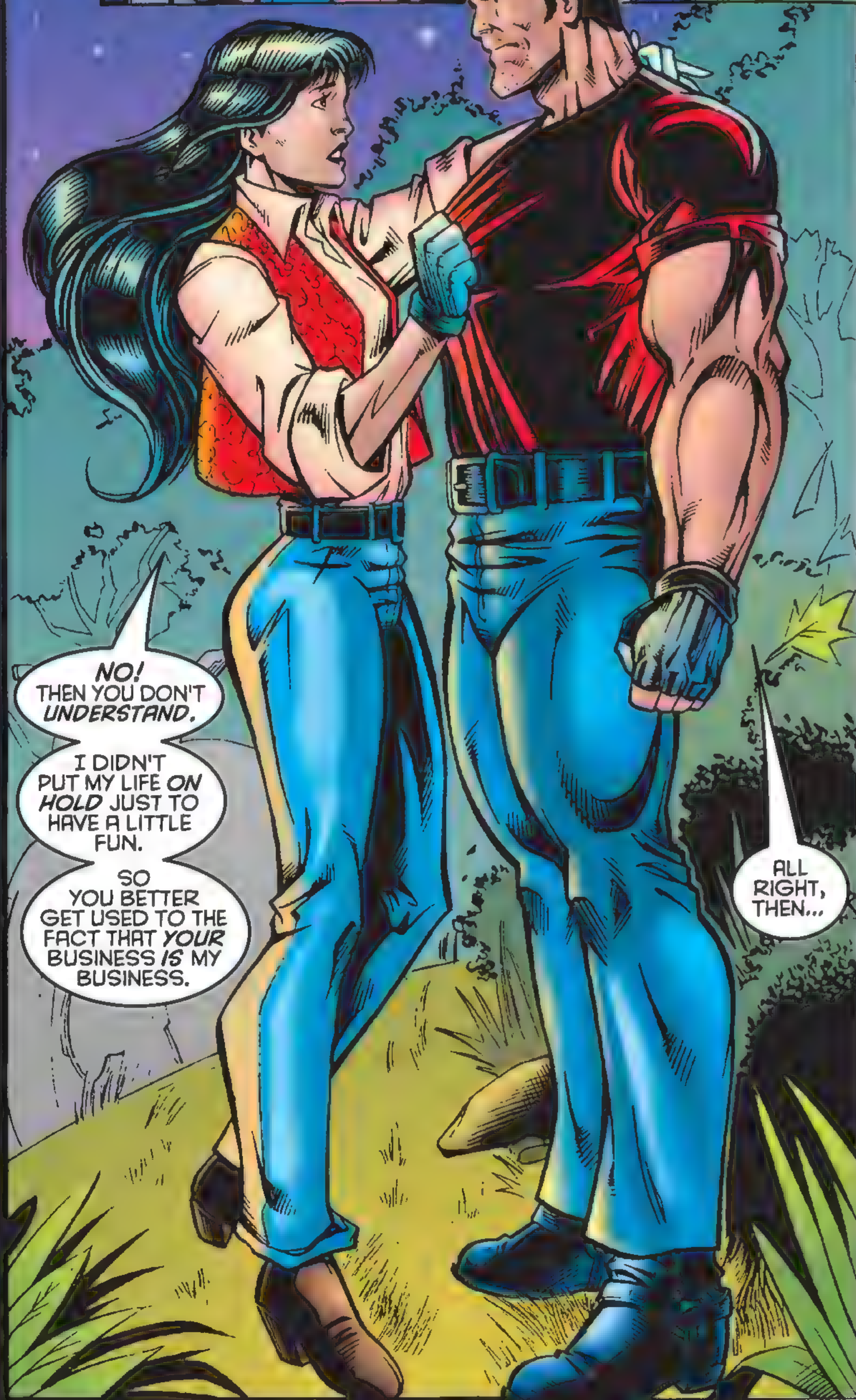


JAMES, PLEASE, LISTEN TO ME.

I'VE GOT A BAD FEELING ABOUT THIS.

WHAT IS IT YOU ALWAYS SAY TO ME?

"WHAT'S LIFE WITHOUT A LITTLE *RISQUE*?"



INSIDE...

ROOOO!!!

ENOUGH.

PERHAPS
I HAVE... UNDER-
ESTIMATED THESE...
CHILDREN.

BUT,
FROM WHAT
I'VE GLEANED FROM
BOTH THE MONSTROUS
SUGARMAN --

-- AND
THE SAVAGED
MEMORIES
OF THE X-MAN,
BISHOP --

-- NATE
GREY REPRESENTS
THE *CULMINATION*
OF MY LIFE'S
WORK.

I, ALONE,
SAW TO IT THAT
CABLE WAS BORN AS A
SAFEGUARD AGAINST
APOCALYPSE.

IN
TURN, APOCALYPSE
PERVERTED THAT PLAN
WITH THE TECHNO-
ORGANIC VIRUS.

NATE GREY
HAS NO SUCH
WEAKNESS.

BY
RIGHT AND BY
MY WILL, BEFORE
THIS NIGHT IS
THROUGH --

-- NATE
GREY WILL BE
MINE!

SEE CABLE #28
-- Bob.
SEE X-MEN
#52 -- Bob.

ELSEWHERE IN THE HOUSE...

AT LEAST, WE'RE ALIVE AND WE'VE STILL GOT GREY.

YOU'VE GOT GUTS, LADY, I'LL GIVE YOU THAT.

HOW DID YOU KNOW WE'D SURVIVE THAT EXPLOSION?

I DIDN'T.

BUT... SOMETIMES THINGS HAVE A HABIT OF GOING MY WAY.

WHAT?!

YOU JEOPARDIZED ALL OUR LIVES, ON A HUNCH?

JUST BECAUSE THE THREE OF US MADE IT, HOW DO WE KNOW THE REST OF THE TEAM ISN'T...

SUNSPOT!

I DON'T HAVE TIME FOR THAT FAMOUS DaCOSTA ARROGANCE.

I DID WHAT I HAD TO, GIVEN THE CIRCUMSTANCES.

CABLE WOULDN'T...

DON'T GO THERE, BOBBY.

YOU'LL ONLY BE DISAPPOINTED...

LOOK, SINISTER HAS MANAGED TO SHUT DOWN MY POWERS.

I CAN'T BE OF ANY USE TO ONSLAUGHT NOW.

MAYBE I SHOULD TURN MYSELF OVER TO SINISTER AND TAKE MY CHANCES WITH HIM.

NOT A CHANCE. IF SINISTER COULD SHUT YOU DOWN, MAYBE WE CAN START YOU UP AGAIN.

BUT... HOW..?

AT THAT MOMENT...
SOME TWO STORIES
BELOW THE MANSION

CALIBAN
DOES NOT
UNDERSTAND.

CALIBAN
REMEMBERS
"PATCH EYE"
YELLING.

NOW,
CALIBAN
IS ALL
ALONE --!

-- NOT
QUITE, BIG
GUY.

THAT WAS
SOME SHOW
YOU PUT ON
UPSTAIRS.

TABITHA?

CALIBAN
WAS NOT
"PUTTING ON
A SHOW."

CALIBAN
WAS...

... OUT OF
CONTROL...

DON'T
GET ALL
WIMPY, CAL. YOU
DID A GOOD
THING.

BUT... WHAT
IF CALIBAN DOES
IT AGAIN?

AND
SOMEONE
CALIBAN LIKES
GETS HURT?

HIS
VOICE...
HE'S REALLY
SCARED...

... I SHOULD
JUST LET HIM
WORK IT OUT THE
HARD WAY.

EVERYTHING
HE'S FEELING,
I MEAN --

BEEN THERE.
DONE THAT.

IT MIGHT BE BECAUSE
SHE DOESN'T THINK
ANYONE WILL SEE THEM.

OR MAYBE, WHEN YOU STRIP IT
ALL AWAY, THERE'S A SCARED
LITTLE CHILD SOMEWHERE INSIDE
TABITHA SMITH AS WELL.

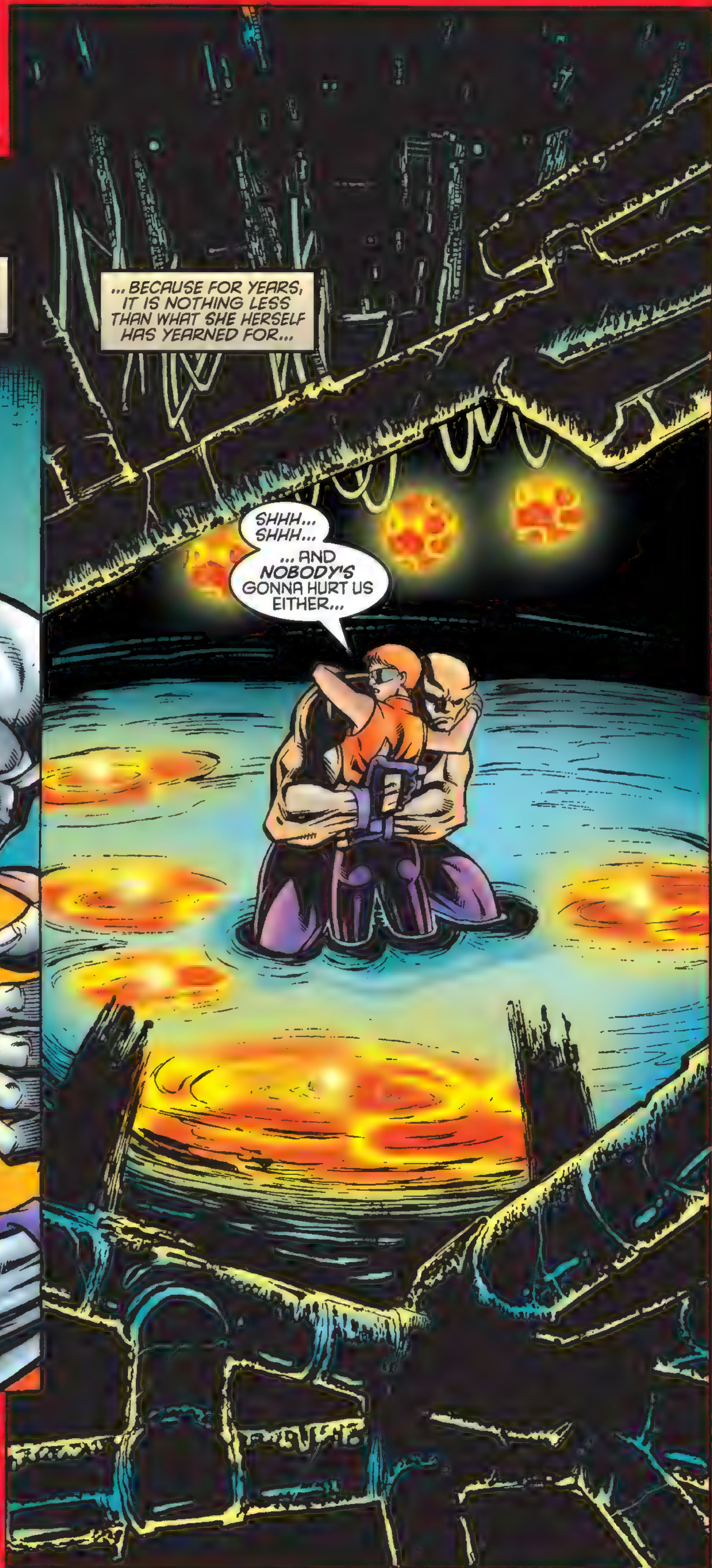
BUT FOR ALL HER BRAVADO,
SHE KNOWS IN THE END WHAT
CALIBAN IS LOOKING FOR...

C'MERE,
YOU LUG.
YOU'RE
NOT GOING
TO HURT
ANYBODY.



... BECAUSE FOR YEARS,
IT IS NOTHING LESS
THAN WHAT SHE HERSELF
HAS YEARNED FOR...

SHHH...
SHHH...
... AND
NOBODY'S
GONNA HURT US
EITHER...





MOON...

LOOK, I DON'T PRETEND TO KNOW *DAY ONE* ABOUT GENETIC MUTATION.

AND WE ALL KNOW SINISTER PRACTICALLY WROTE THE BOOK ON IT.

BUT, IF HE'S GOT IT IN HIM TO SHUT YOU DOWN, NATE --

-- WHY HASN'T HE DONE THAT TO *CABLE* IN ALL THIS TIME?

DON'T ASK ME.

CABLE AND I *AREN'T* THE SAME PERSON.

OUR RECENT... ENCOUNTER... MORE THAN PROVED THAT.Ⓢ

NOT THAT ANYONE IS ASKING ME, BUT --

IN THE SEMI-CLASSIC *CABLE* #30-31 AND *X-MAN* #14 - Bob.



I WOULD GUESS AND SAY IT IS BECAUSE OF THE *TECHNO-VIRUS* IN *CABLE'S* BLOOD-STREAM.

ANOTHER WAY THAT *APOCALYPSE* SAW TO IT THAT SINISTER COULD NOT GET AT *CABLE*.



MAYBE...

... BUT, WHAT IF IT'S SOMETHING ELSE?

SOMETHING THAT HAS TO DO WITH *CABLE'S* TEACHINGS.

I'VE SEEN FOR MYSELF. *CABLE'S* GOT SOME KIND OF... I DON'T KNOW... *PROTECTIVE AURA*.Ⓢ

CABLE #25 - Librarian Bob.



THEN, WE MIGHT AS WELL PACK IT IN.

'CAUSE THE *BIGGEST* DIFFERENCE BETWEEN ME AND *CABLE* --

-- IS THAT I DON'T KNOW *JACK 'BOUT ASKAN!* ANYTHING.

TRUE.

BUT... SOMEHOW IN SOME WAY, I DO.Ⓢ

AS WE ALL FOUND OUT IN *X-FORCE* #50! - Bob.



THEN, WE HAVE TO RISK A LITTLE PSIONIC SURGERY.

NATE, YOU THINK YOU HAVE ONE PSI-PROBE LEFT IN YOU?

JUST.

CONFIDENCE. LOVE THAT IN A MAN.



I GOTTA WARN YOU, SUNSPOT. I MAY BE ONE OF THE WORLD'S MOST POWERFUL TELEPATHS --

-- BUT WHEN IT COMES TO SKILL...

AS CABLE WOULD SAY, "WE LEARN BY DOING", NATE.

ONE DAY WE'LL GET TO THAT EPIC TALE, WE PROMISE! - Bob.



ALTHOUGH... DOMINO, IF NATE REMOVES THE ASKANI TEACHINGS CABLE LEFT IN MY MIND --

WHAT WILL HAPPEN TO ME?

WILL I REVERT TO REIGNFIRE'S PERSONA?

WE CROSS THAT BRIDGE WHEN WE COME TO IT, BOBBY...

... AND PRAY THAT AFTER ONSLAUGHT, THERE'S THAT BRIDGE LEFT TO CROSS.

SUDDENLY...

IN A BURST OF TELEKINETIC ENERGY, THE PSIONIC IMAGE OF BLAQUESMITH APPEARS.

FOR IN ALL THINGS THAT INVOLVE THE ASKANI -- THAT QUASI-RELIGION WITH WHICH CABLE WAS TUTORED IN THE FUTURE --

-- HIS OFTEN UNWELCOME TEACHER AND MENTOR, HAS A MYSTERIOUS HAND.

RESULTING IN A PSI-BACKLASH THAT KNOCKS BOTH NATE AND SUNSPOT FOR A LOOP.



IF
32GAB
BALB/1TH
/20TH-1
17-0



THAT WENT WELL...

THERESA ROURKE
HAS A GIFT.

LIKE HER FATHER, GENERATION
X'S LEADER -- AND FORMER
X-MAN -- BANSHEE, SHE CAN
TURN SOUND INTO A DEADLY
FORCE.

AN
ADMIRABLE
EFFORT,
SIRYN.

BUT,
FOR ONE WHO
CAN MANIPULATE
HIS OWN GENETIC
MATERIAL --

-- WOEFULLY
INADEQUATE.

I'LL
DELIGHT IN
TELLING YOUR
FATHER HOW YOU
DIED WHEN
NEXT I SEE
HIM.

NO!

THERE
WILL BE
NO FURTHER
BLOODSHED
THIS
NIGHT --

-- SAVE
YOUR
OWN.

LITTLE
MAN.

IF
YOU HAD
THE SLIGHTEST
INKLING
OF THE TRUE
POWER YOU
WIELD --

-- YOU
MIGHT MAKE
GOOD ON THAT
BOAST.

AND
AT ANY OTHER
TIME, IT MIGHT BE
INTRIGUING...

... TO SEE
WHAT YOU WOULD
DO WITH THAT
KNOWLEDGE.

BETWEEN SINISTER'S
GNAWING SCIENTIFIC
CURIOSITY AND HIS
OVERWHELMING EGO,
HE DOES NOT NOTICE --

-- A BLUR THAT
APPROACHES...

... AN ONCOMING FREIGHT
TRAIN NAMED WARPATH!

I
PRAY WE GOT
HERE IN TIME,
SIRYN.

RISQUE,
NOW!

I'M ON IT,
JAMES!

THAT'S...
SINISTER
HIMSELF...

... I...
KNEW I MIGHT
RUN INTO SOME OF
THE LEGENDARY
ONES...

... BUT
NOT THIS
SOON...

UP UNTIL NOW, WHAT
RISQUE HAS SHOWN
OF HER POWER IS THAT
SHE CAN IMplode ANY
INORGANIC THING --

-- AND WHILE IT
KEEPS ITS MASS,
SHE CAN HURL IT
WITH AWESOME
CONSEQUENCES.

JIMMY..?

'TIS
IT REALLY
YE?

I'M BACK,
TERRY.

AND
I'VE BROUGHT
HELP.

THAT
GIRL.

A
MUTANT WHO
IS UNKNOWN
TO ME?!

FASCINATING.



THE
IGNORANCE
OF YOUTH.

YOU
THINK YOU
ARE FIGHTING
FOR SOME
JUST
CAUSE --

-- WHEN
YOU HAVE
NO IDEA OF THE
STAKES THAT
ARE IN
PLAY.

APOCALYPSE
IS ALIVE!

AND
ONCE AGAIN
THIS VERY PLANET
TEETERS ON THE
SHEER CLIFF WHICH
WOULD HAVE IT
TOPPLING INTO
HIS GAPING
MAW.

THAT IS
WHY I MUST
HAVE THIS
WONDROUS
CREATION.

GET
THIS STRAIGHT,
SINISTER --

-- WHAT
YOU WANT
AND WHAT I
WANT --

-- AREN'T
EVEN ON
THE SAME
MENU!

ARGH!

JIMMY,
WHO'S
THAT...?

I'M
NOT SURE,
RISQUE...

... BUT
HE COULD
BE OUR
LAST, BEST
HOPE.



I KNEW SOMEONE JUST LIKE YOU ONCE.



HE TOOK AWAY EVERYTHING I HAD. ☒

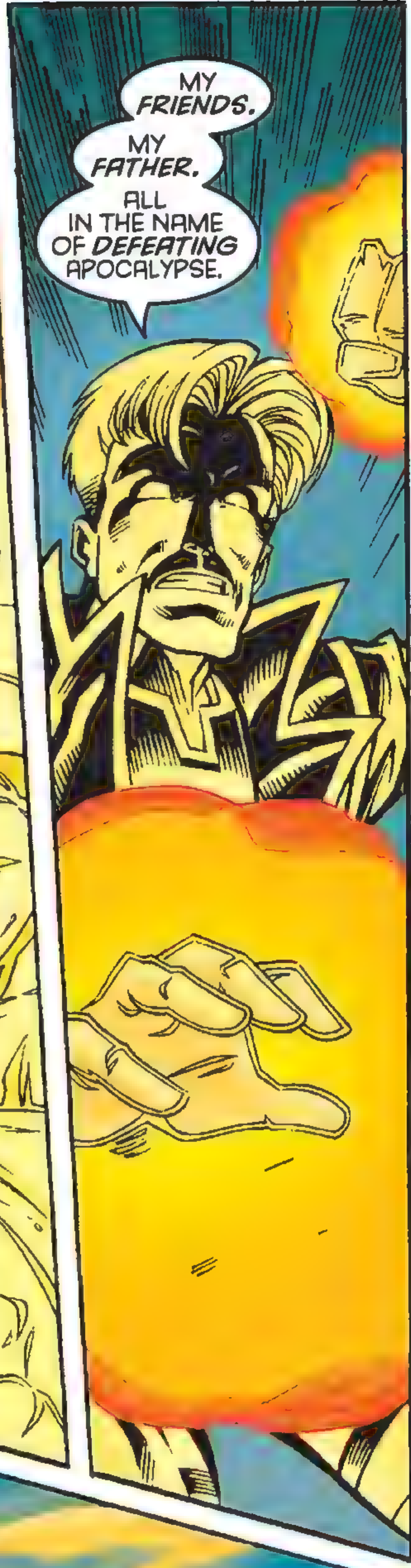
YOU MUST SEE X-MEN 14.



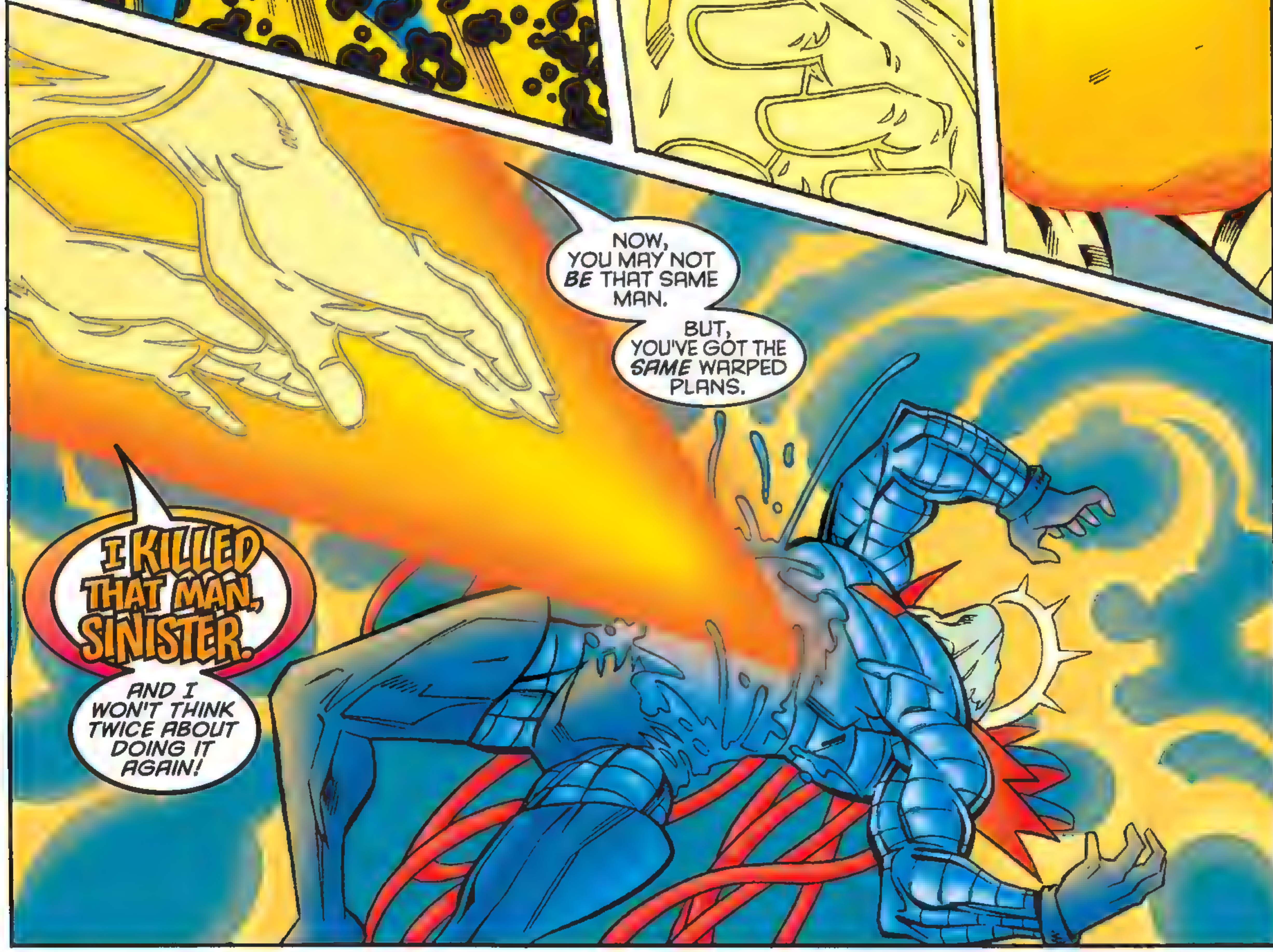
ATTACKING ME... PSIONICALLY... TELEKINETICALLY... PHYSICALLY... SIMULTANEOUSLY.

HIS POWER... GLORIOUS...

EVERYTHING I HAVE DREAMED OF...



MY FRIENDS.
MY FATHER.
ALL IN THE NAME OF DEFEATING APOCALYPSE.



NOW, YOU MAY NOT BE THAT SAME MAN.

BUT, YOU'VE GOT THE SAME WARPED PLANS.

I KILLED THAT MAN, SINISTER.

AND I WON'T THINK TWICE ABOUT DOING IT AGAIN!



STOP.

I DO NOT DOUBT YOU CAN SLAY ME.

BUT... TAKING THAT AS A GIVEN... HEAR WHAT I HAVE TO SAY.



NO DICE.

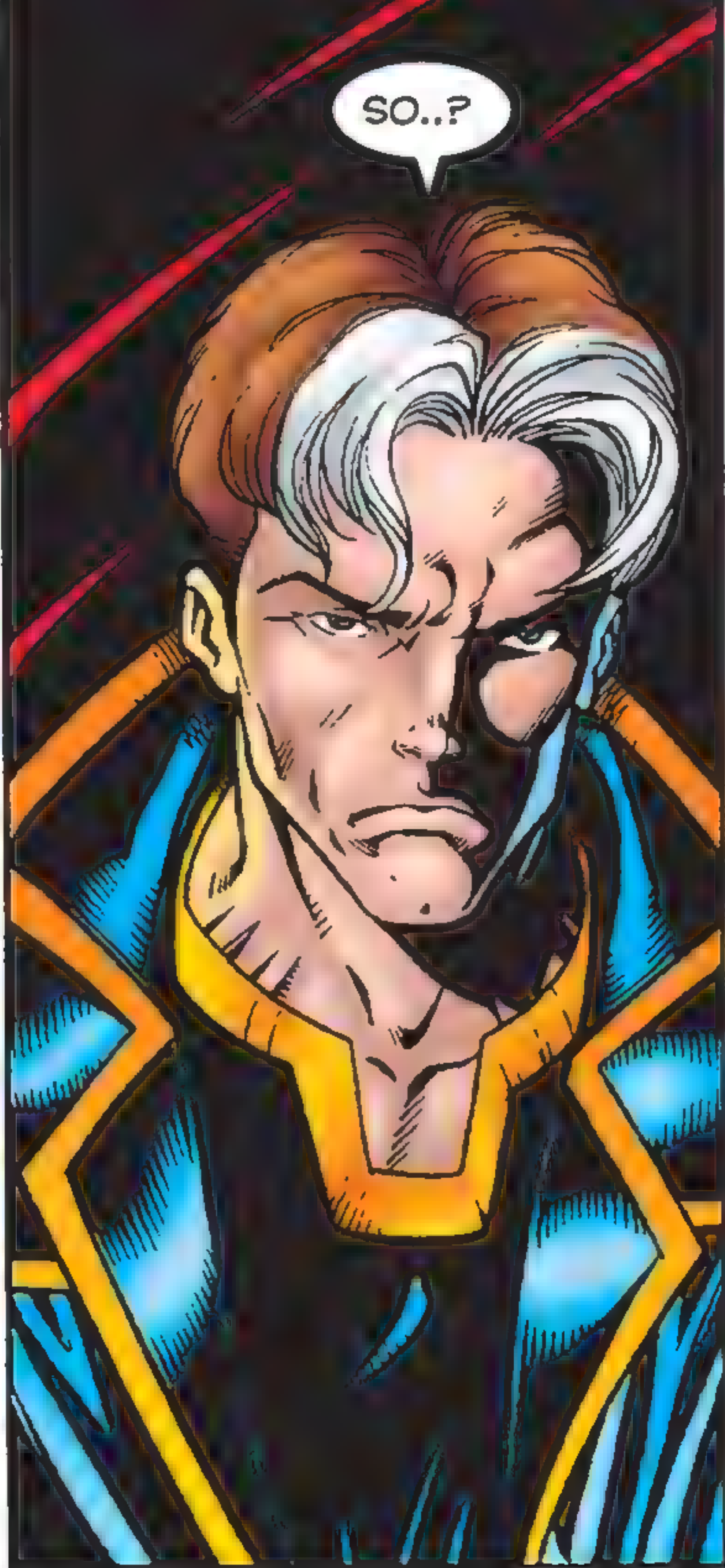
NATE, THE MAN IS A LIAR AND A MANIPULATOR.

YOU'RE STAYING WITH US.

AND SINISTER IS LEAVING.

DOES THIS WOMAN SPEAK FOR YOU, NATE?

YOU **MUST** KNOW IN YOUR HEART THAT THESE NEW **FRIENDS** OF YOURS ARE THE **HATCHLINGS** OF XAVIER.

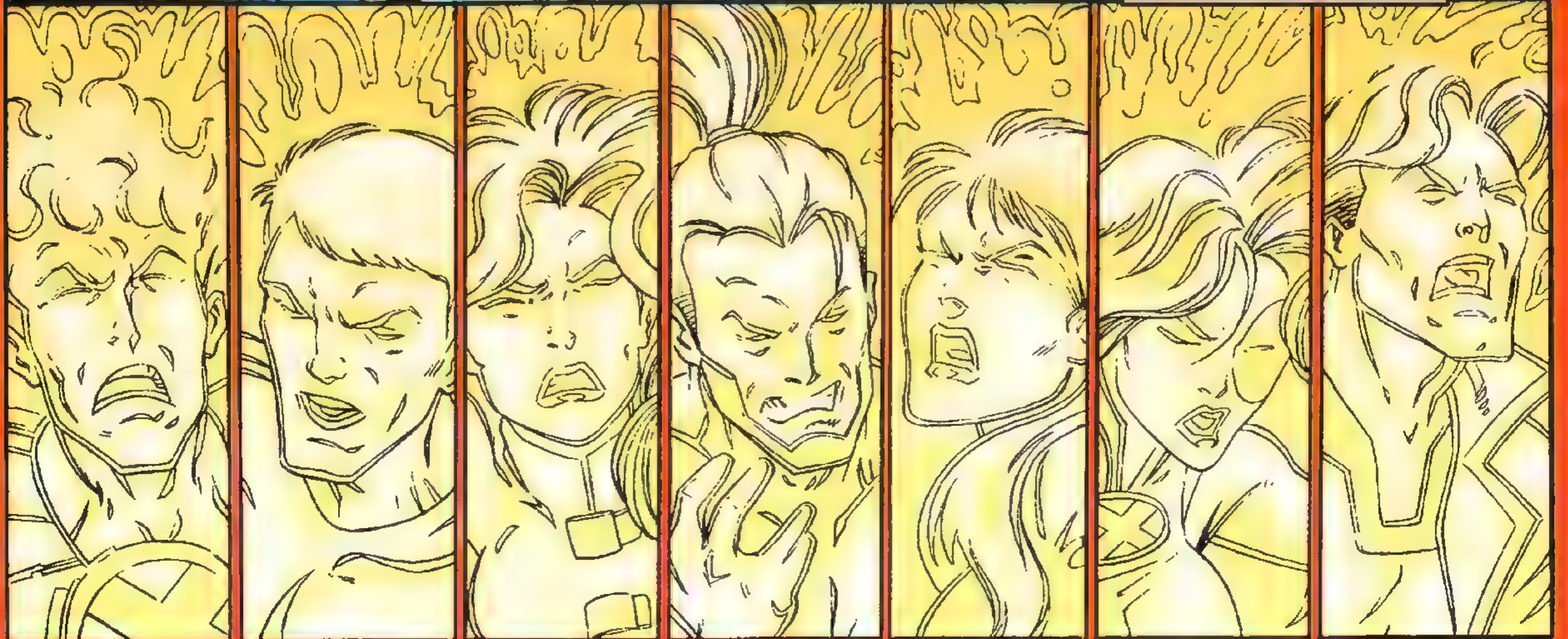


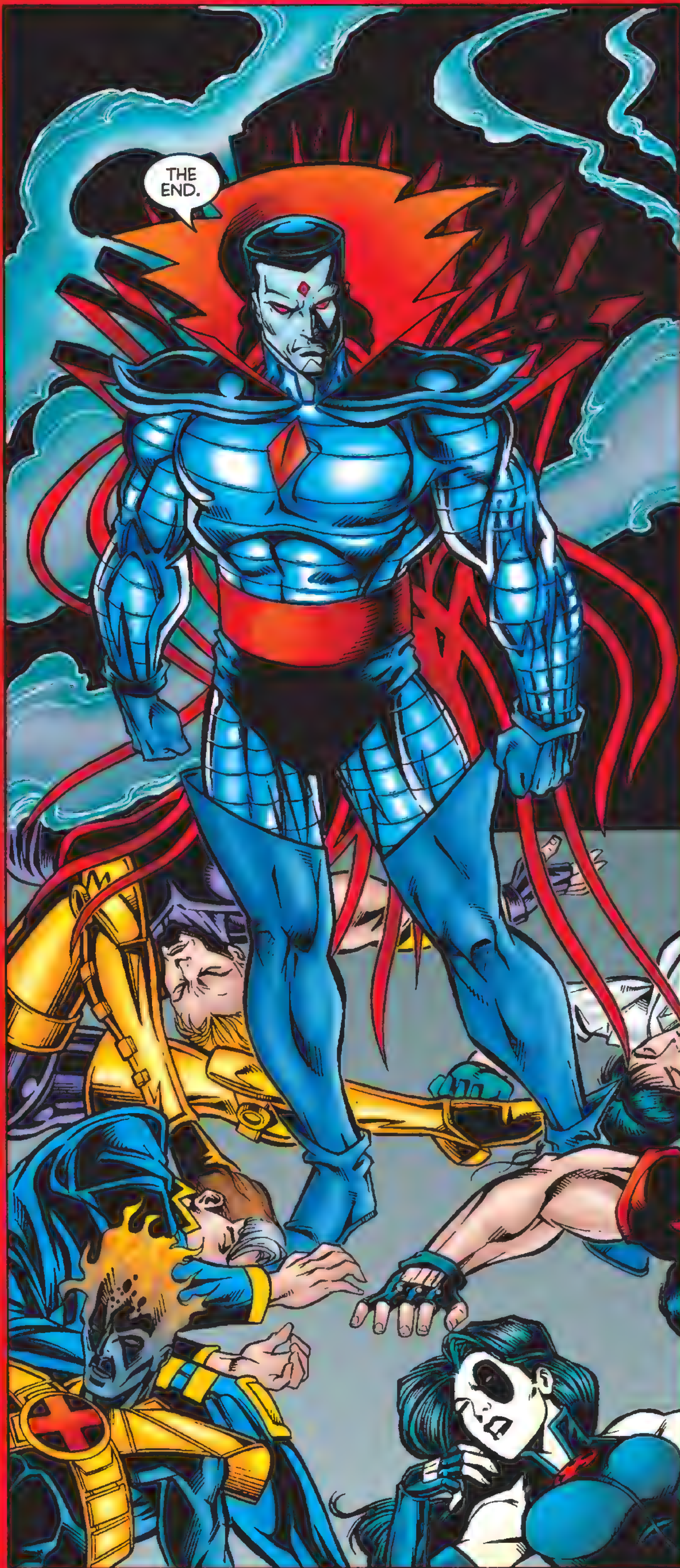
SO..?

WERE YOU NOT THE ONLY ONE WHO SAW XAVIER AS A DANGER?

DID **ANYONE** IN THIS ROOM SIDE WITH YOU **BEFORE** ONSLAUGHT WAS REVEALED?







LEARN NATE'S FATE IN
X-MAN #191

AND, IN 30 DAYS...
X-FORCE
AT DEATH'S DOOR!

MARVEL
COMICS

X-MEN

AUG '96 55

ONSLAUGHT
AND BEYOND!
UPDATE INSIDE!

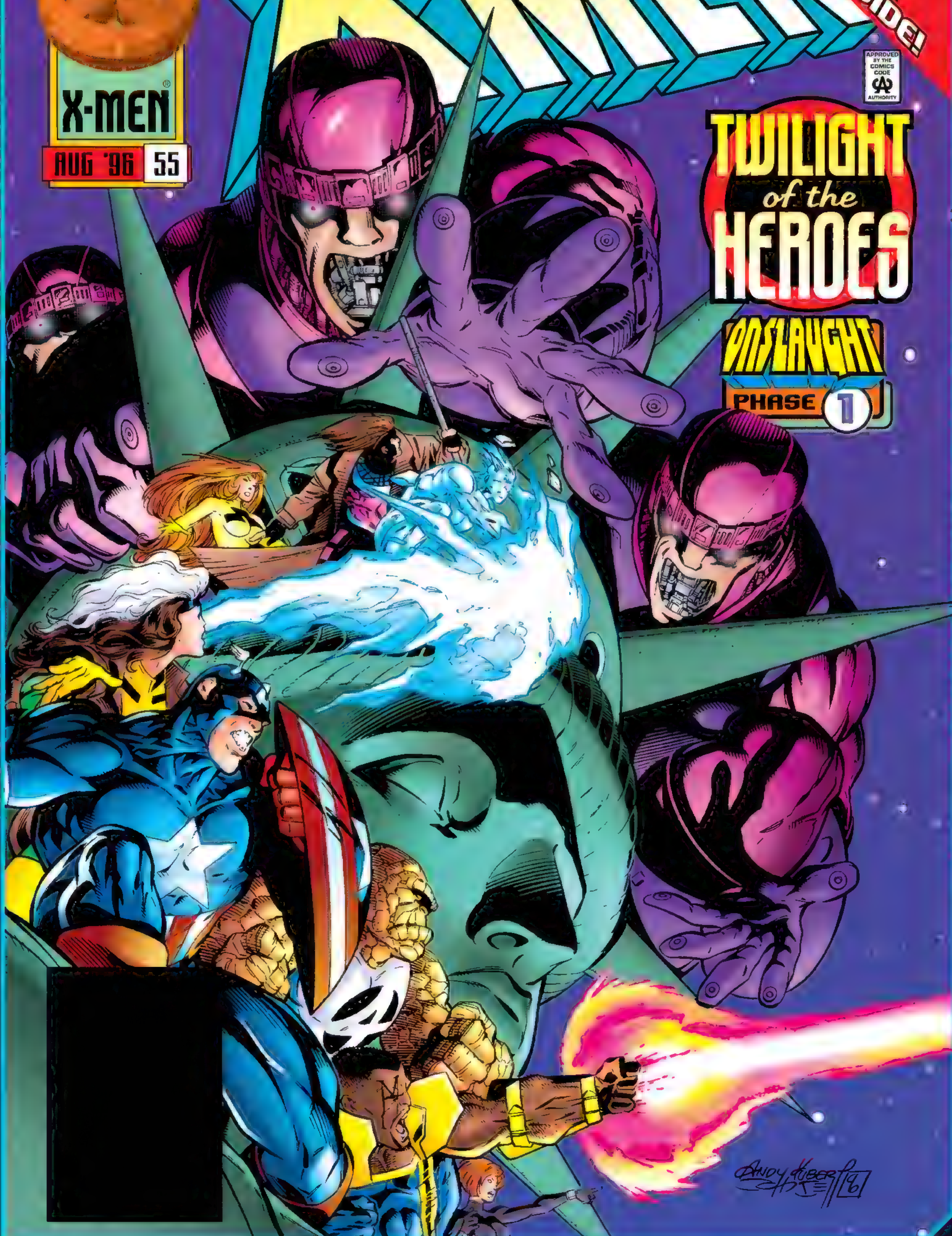
APPROVED
BY THE
COMICS
CODE
AUTHORITY

TWILIGHT
of the
HEROES

ONSLAUGHT

PHASE

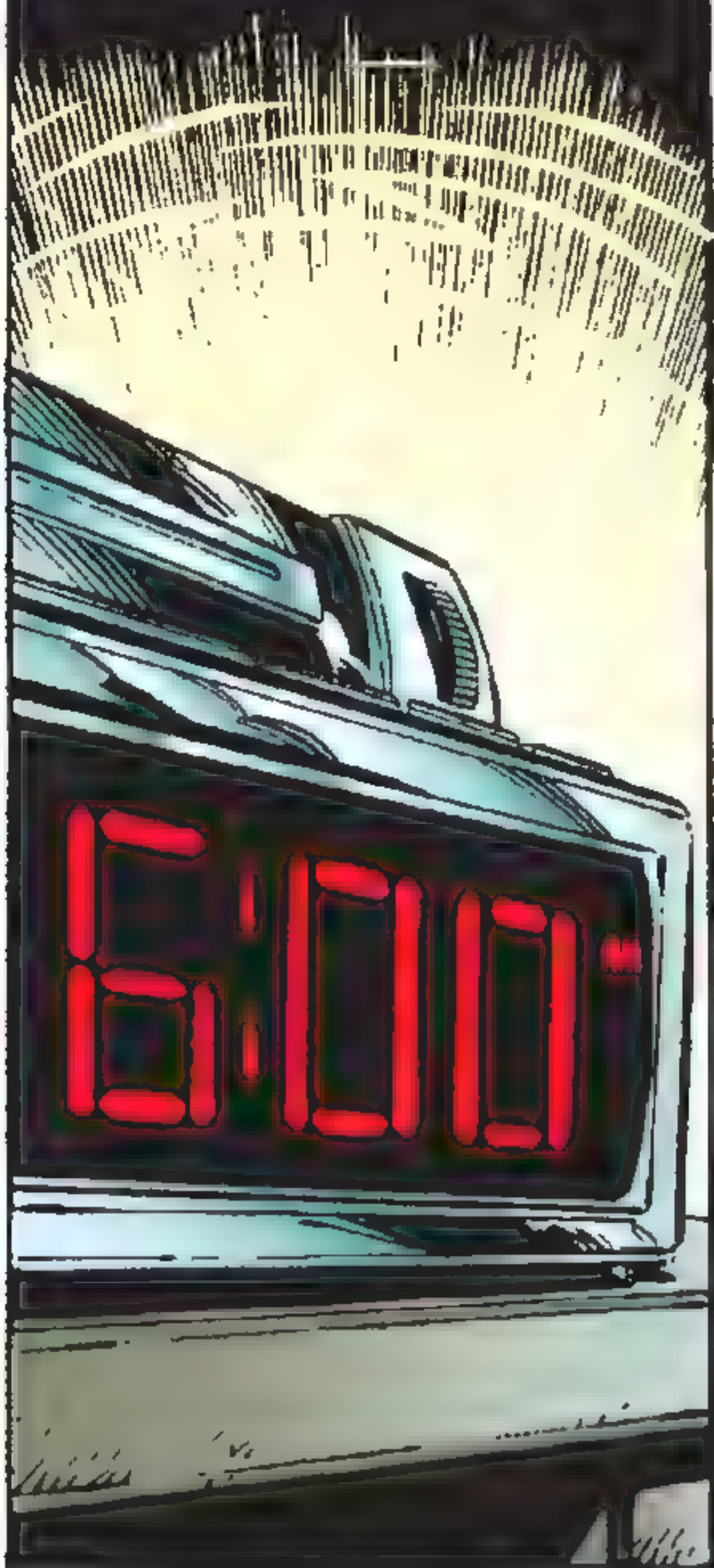
1



Andy Kubacki
8/96

THIRTY-SIX
HUNDRED
A MONTH.

THE LANDLORD'S
A THIEF.



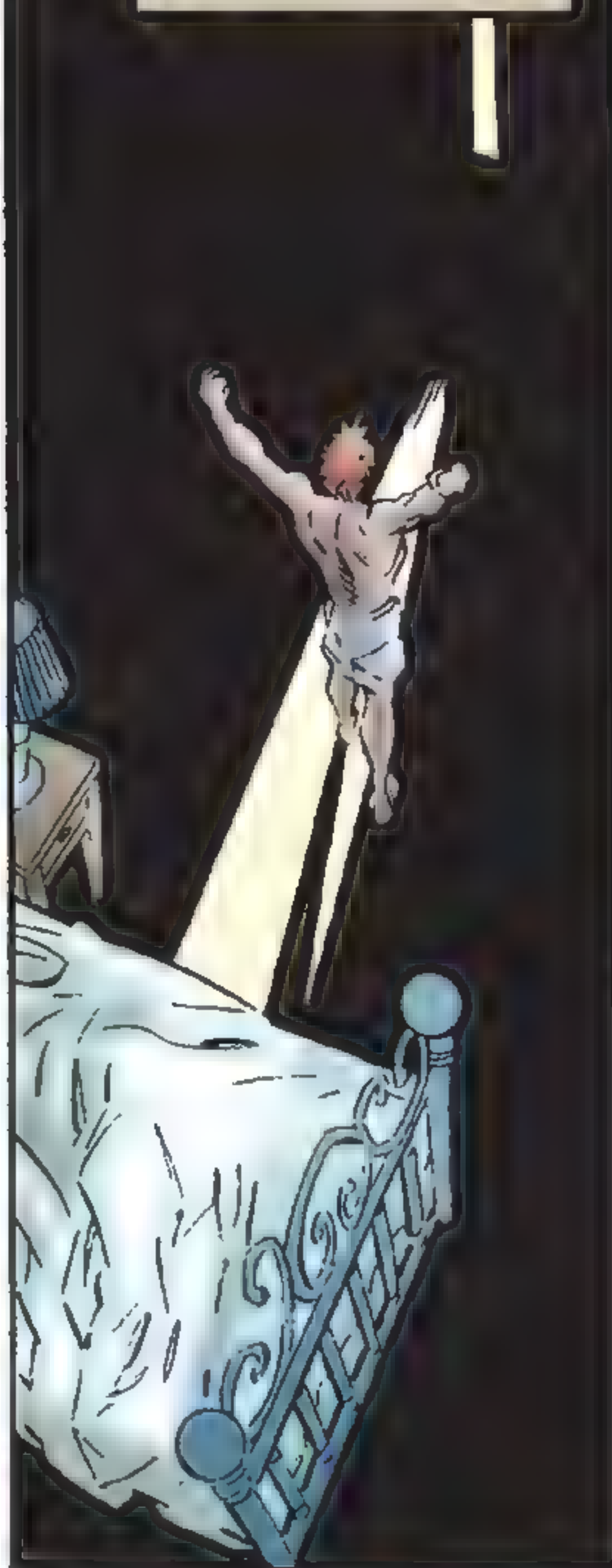
THESE ARE THE FIRST
TWO THOUGHTS STU
PFAFFENBERGER HAS
EVERY MORNING.

FOURTEEN STORIES UP,
AND THE CACOPHONY OF
MIDTOWN MANHATTAN
STILL INVADES HIS SLEEP.



THE BEDROOM'S THE
SIZE OF A MINIVAN.

THE WALLS ARE
TOO THIN AND
THE TOILET WON'T
STOP RUNNING.



IN FACT, THIS DUMP
HAS ONLY ONE THING
GOING FOR IT.



THE
VIEW...



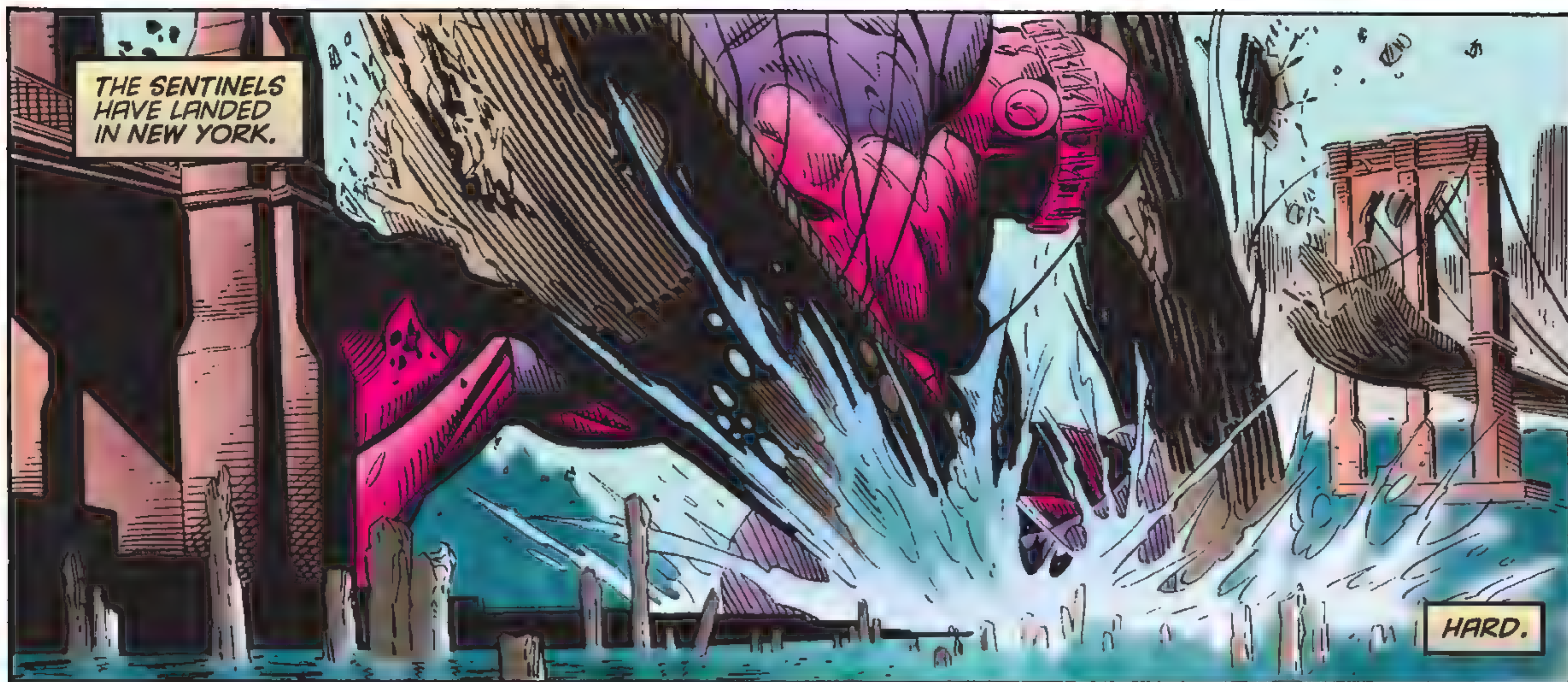
... IS AMAZING.

STAN LEE PRESENTS:

INVASION

MARK WAID STORY ◀ ◀ JOE ROSAS
ANDY KUBERT PENCILS COLORS ◀ ◀
DAN PANOSIAN INKS ◀ ◀ MALIBU
RICHARD STARRINGS AND COMICRAFT LETTERS ◀ ◀
BOB HARRAS EDITOR AND CHIEF





THE SENTINELS
HAVE LANDED
IN NEW YORK.

HARD.

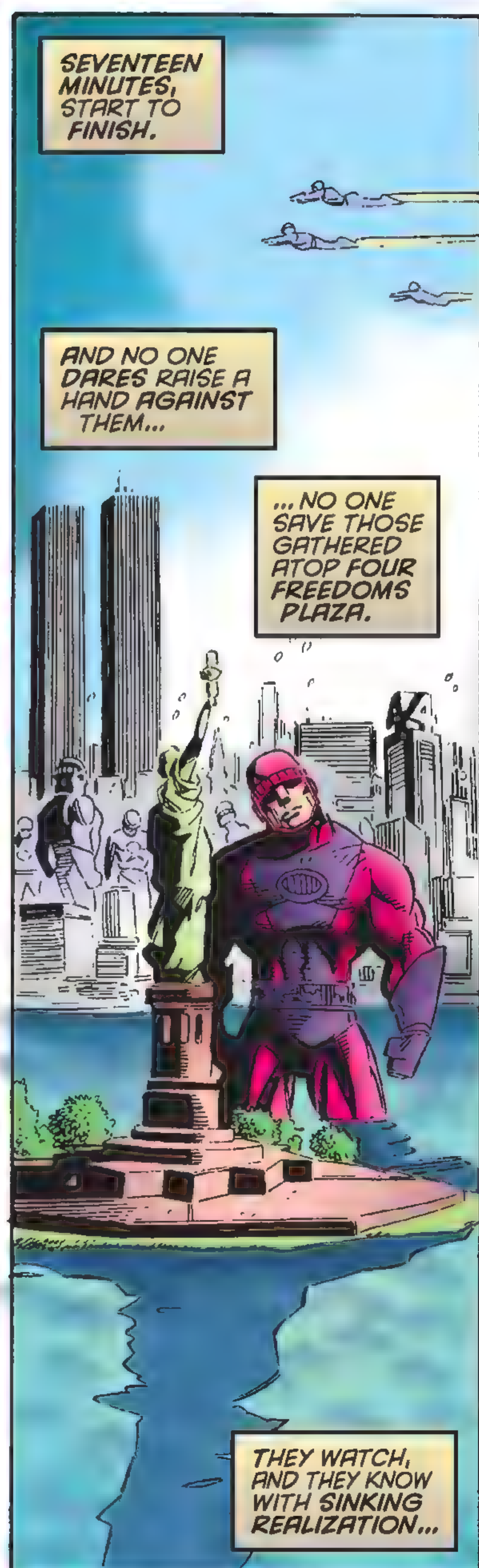


A PHALANX OF ROBOTIC DRONES,
THEY WERE ORIGINALLY DESIGNED
TO PROTECT HUMANITY FROM THE
SO-CALLED "MUTANT MENACE."



PROTECTION IS
NO LONGER ON
THEIR AGENDA.

INSTEAD, THEY PROWL THE
MANHATTAN STREETS,
SEALING EVERY ENTRANCE
AND EXIT TO THE ISLAND
WITH SURGICAL PRECISION.



SEVENTEEN
MINUTES,
START TO
FINISH.

AND NO ONE
DARES RAISE A
HAND AGAINST
THEM...

... NO ONE
SAVE THOSE
GATHERED
ATOP FOUR
FREEDOMS
PLAZA.

THEY WATCH,
AND THEY KNOW
WITH SINKING
REALIZATION...

... THAT THEY
ARE THE HOPE
OF THE WORLD.

I SEE
XAVIER'S
FOUND HIS
SOLDIERS.

WE CAME
AS SOON AS WE
GOT YOUR SIGNAL,
REED. OBVIOUSLY,
THAT WASN'T SOON
ENOUGH.

WE ALL
HAD OUR JOBS
TO DO, CAPTAIN
AMERICA. THE AVENGERS,
THE FANTASTIC FOUR, THE
X-MEN... WE WERE
ALL IN SEARCH OF
INFORMATION.

WE
HOPED -- IN
VAIN -- THAT WE'D
UPROOT THE PLANS
OF CHARLES
XAVIER --

ONSLAUGHT.
CALL HIM
ONSLAUGHT.

HE'S
NOT THE
PROFESSOR
WE KNEW.

NOT
ANY-
MORE.

MY
APOLOGIES,
ICEMAN... AND MY
CONDOLENCES.
YOU'RE RIGHT,
OF COURSE.

XAVIER
WASN'T JUST
THE LEADER OF THE
X-MEN. HE WAS A
FRIEND.

BUT EACH
TICK OF THE CLOCK
TAKES US FURTHER AWAY
FROM THE POSSIBILITY
THAT WE MIGHT SAVE
CHARLES FROM
HIMSELF --

-- BEFORE HE
CONQUERS ALL
OF EARTH.





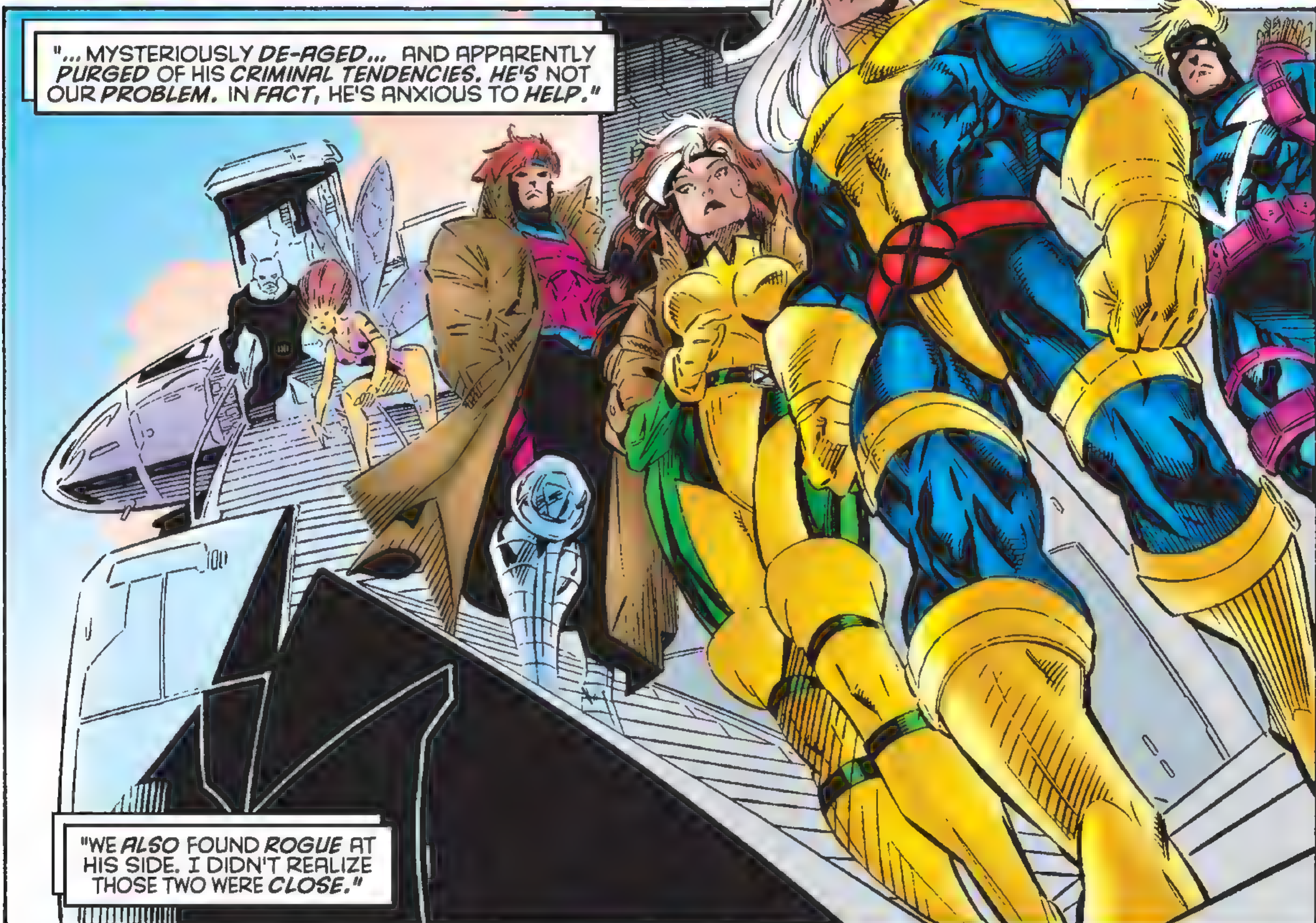
WE
SUSPECT
THAT MAGNETO HAD
SOMETHING TO DO WITH
ONSLAUGHT'S
ASCENDANCE.

I'M
DISAPPOINTED
YOU FAILED TO
LOCATE
HIM.

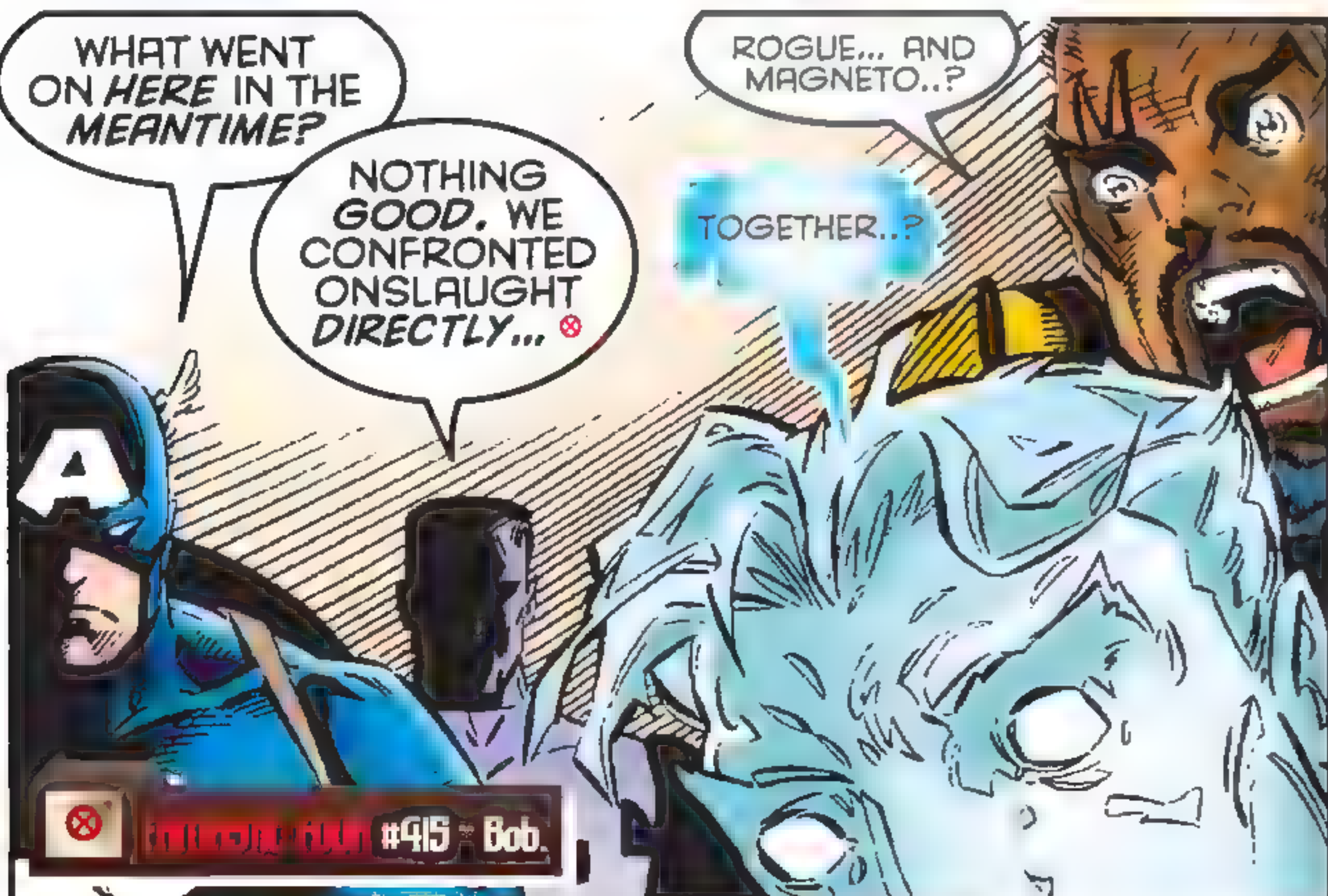
IN
FACT, BISHOP,
WE **DID** FIND
HIM... ❌

❌ **REVEALS** #40 - Bob.

"... MYSTERIOUSLY **DE-AGED**... AND APPARENTLY
PURGED OF HIS **CRIMINAL TENDENCIES**. HE'S NOT
OUR **PROBLEM**. IN **FACT**, HE'S ANXIOUS TO **HELP**."



"WE **ALSO** FOUND **ROGUE** AT
HIS SIDE. I DIDN'T REALIZE
THOSE TWO WERE **CLOSE**."

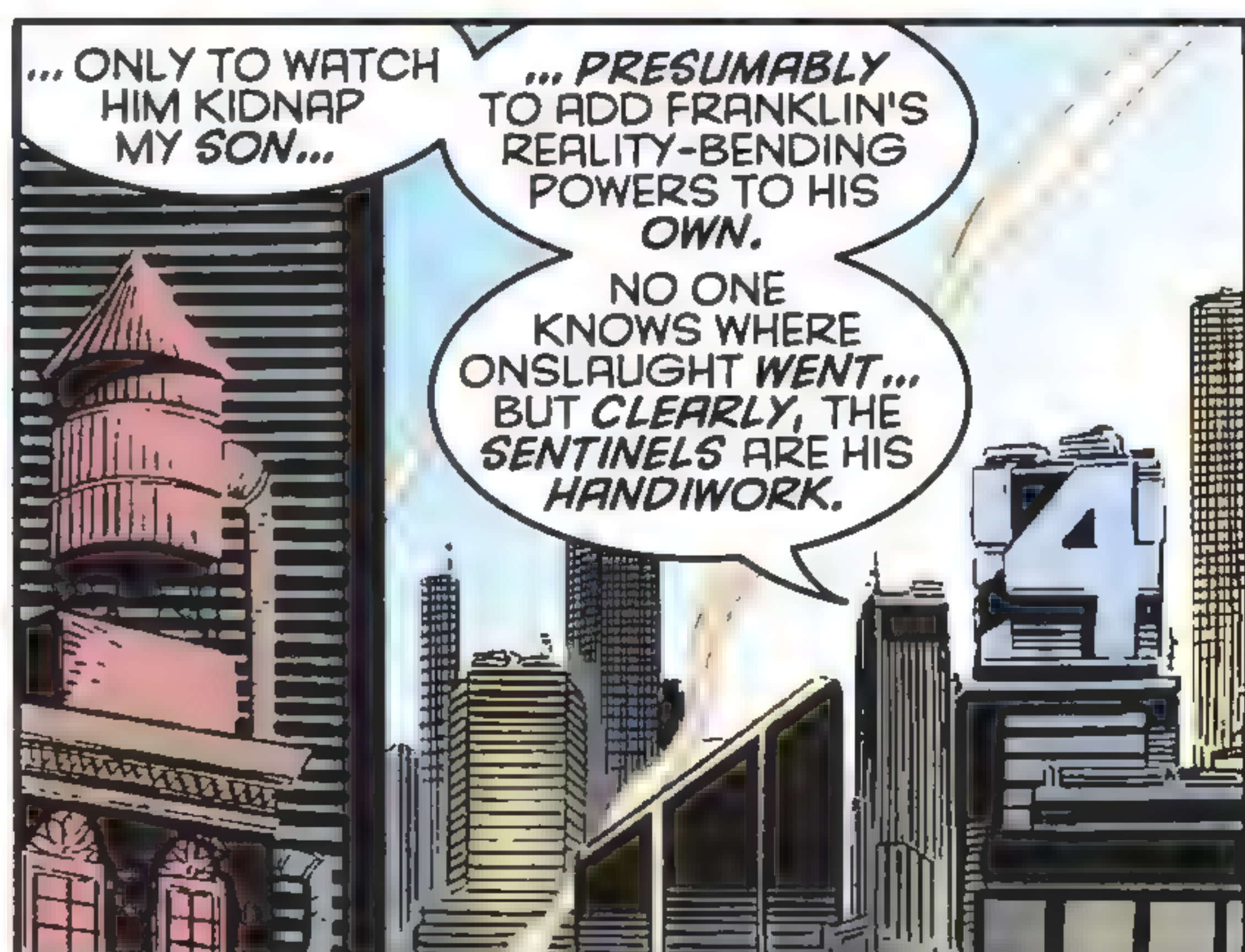


WHAT WENT
ON **HERE** IN THE
MEANTIME?

NOTHING
GOOD. WE
CONFRONTED
ONSLAUGHT
DIRECTLY... ❌

ROGUE... AND
MAGNETO...?

TOGETHER...?

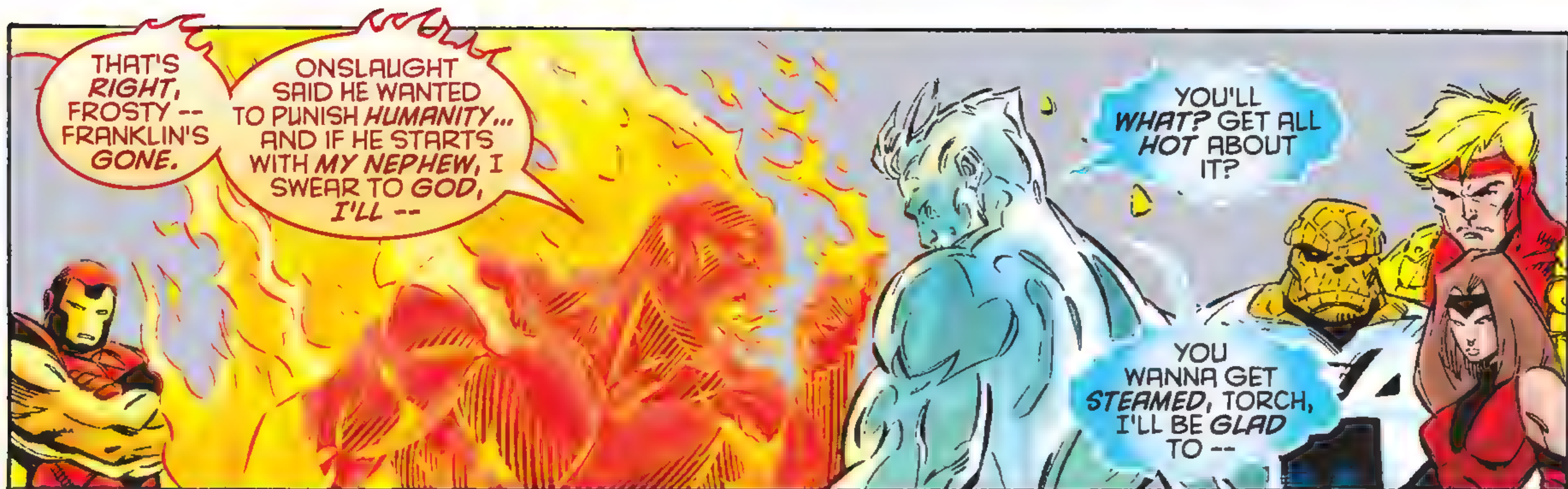


... ONLY TO WATCH
HIM KIDNAP
MY SON...

... **PRESUMABLY**
TO ADD FRANKLIN'S
REALITY-BENDING
POWERS TO HIS
OWN.

NO ONE
KNOWS WHERE
ONSLAUGHT WENT...
BUT **CLEARLY**, THE
SENTINELS ARE HIS
HANDIWORK.

4

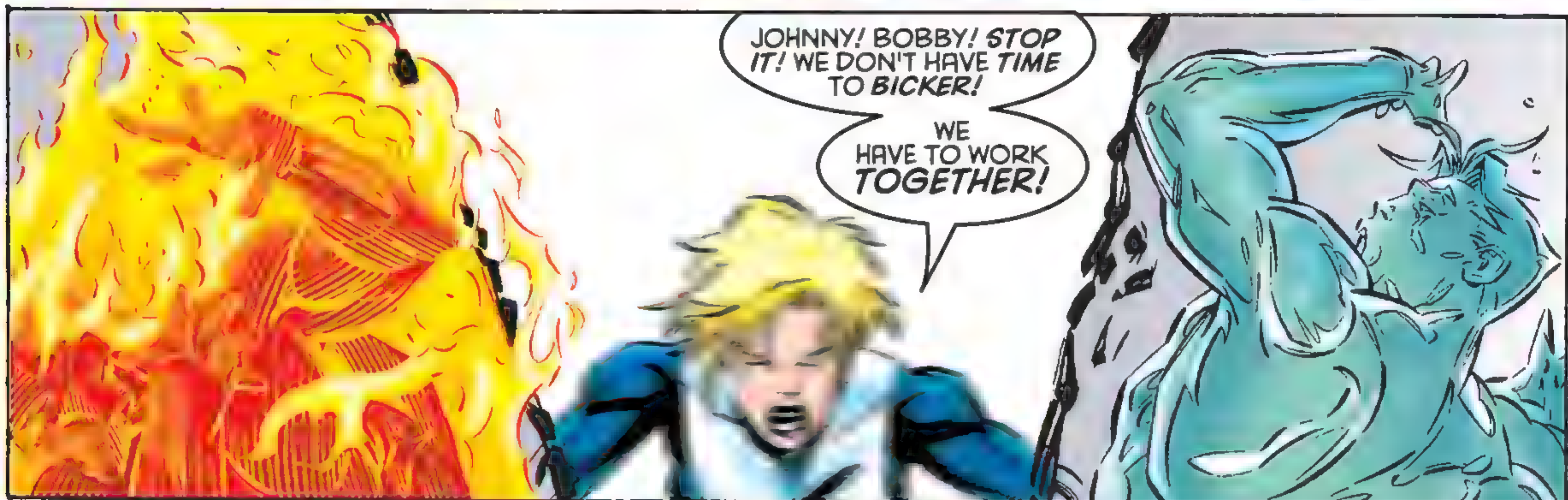


THAT'S RIGHT, FROSTY -- FRANKLIN'S GONE.

ONSLAUGHT SAID HE WANTED TO PUNISH HUMANITY... AND IF HE STARTS WITH MY NEPHEW, I SWEAR TO GOD, I'LL --

YOU'LL WHAT? GET ALL HOT ABOUT IT?

YOU WANNA GET STEAMED, TORCH, I'LL BE GLAD TO --



JOHNNY! BOBBY! STOP IT! WE DON'T HAVE TIME TO BICKER!

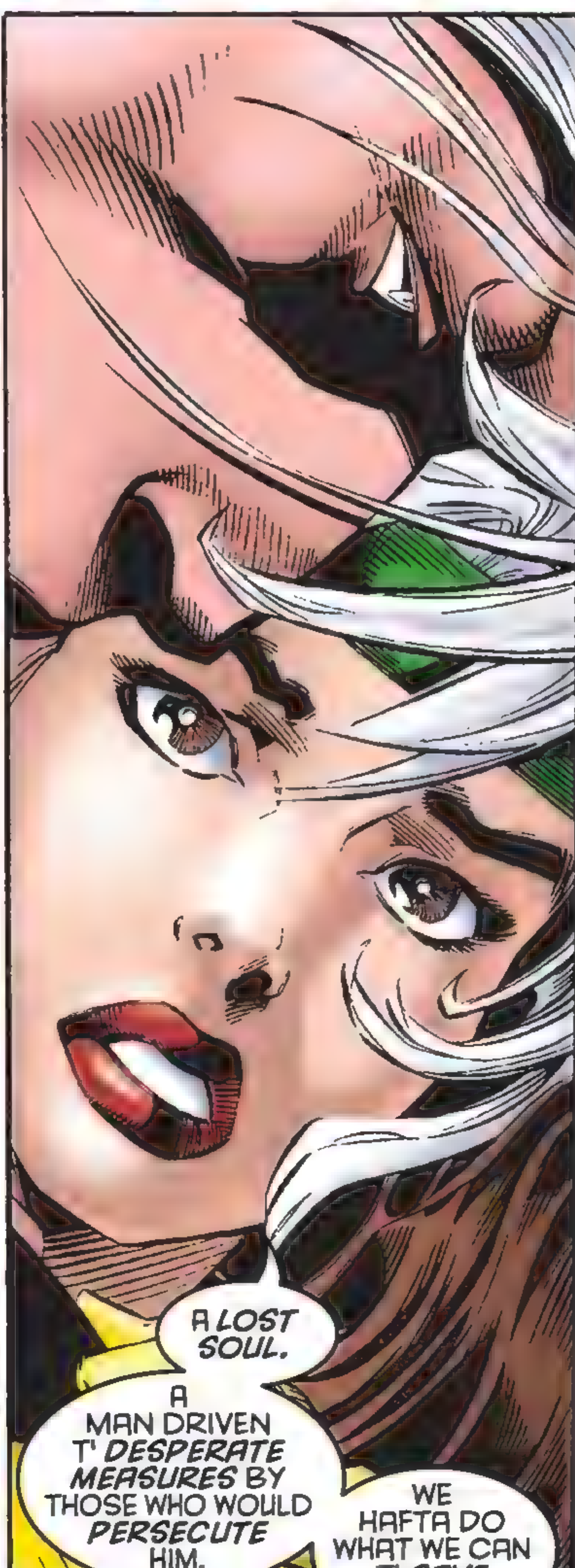
WE HAVE TO WORK TOGETHER!



THE CARNAGE...

TO THINK THAT SOMEONE WOULD SO WILLFULLY TERRORIZE INNOCENT PEOPLE.

WHAT KIND OF MAN COULD BE RESPONSIBLE FOR SUCH A THING?



A LOST SOUL.

A MAN DRIVEN T' DESPERATE MEASURES BY THOSE WHO WOULD PERSECUTE HIM.

WE HAFTA DO WHAT WE CAN T' SAVE HIM...



... AND GIVE HIM A SECOND CHANCE T' MAKE THINGS RIGHT.

TENDER SPEECH, CHERE. I ONLY WONDER DIS...

... YOU TALKIN' 'BOUT CHARLES... OR MAGNETO HIMSELF?

DON' SOUND LIKE YOUR NEW FRIEND MUCH RECOLLECTS DE SINS OF HIS OWN PAST. HOW FAIR YOU RECKON DAT IS..?

... THEN
WITH **THOR'S** TEAM
ON THE **EAST SIDE**,
QUICKSILVER'S
SQUAD CAN COVER
SOHO.

ALL
RIGHT, PEOPLE!
WE'RE BURNING
DAYLIGHT!

THEY'LL DEFEND THE
STREETS. **GIANT MAN** --
IRON MAN --
BISHOP -- FOLLOW
ME TO THE
LAB.

IT'S
UP TO **US**
TO CONSTRUCT
SOME **OFFENSIVE**
WEAPONRY.

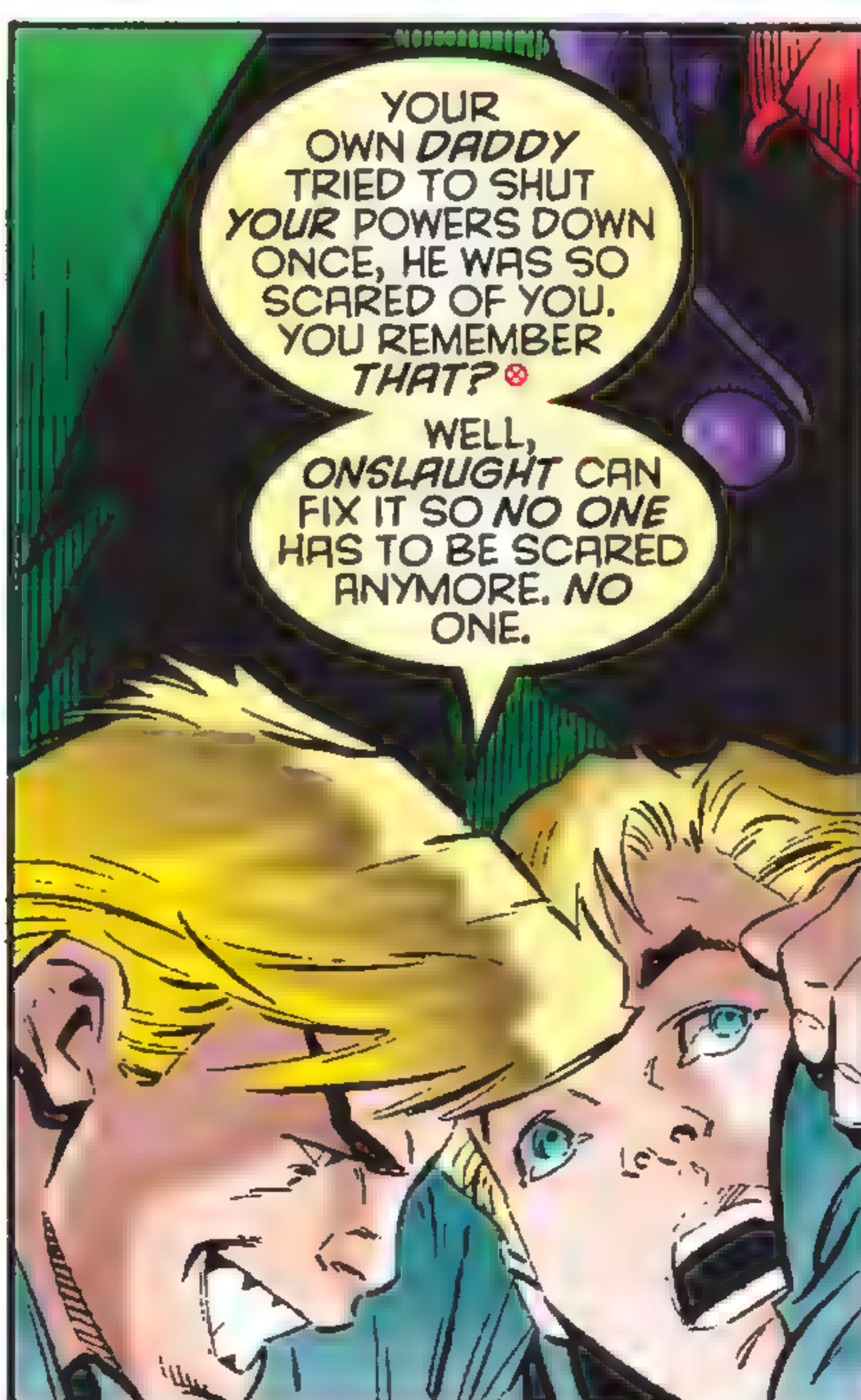
LET'S
GO!

AND
SOME SORT
OF **TRACKING**
DEVICE?

OF
COURSE.

YOU
HAVE MY
WORD,
SUE.

WE'LL FIND
FRANKLIN --



THE BLACKBIRD CUTS ACROSS THE ATLANTIC.

IT'S FIVE PASSENGERS -- ANGEL, CANNONBALL, CYCLOPS, PHOENIX AND PSYLOCKE -- FLEW TO MUIR ISLAND AT THE INSISTENCE OF MOIRA MacTAggert.®

NOW, WHAT MOIRA GAVE THEM --

-- HAS THEM THUNDERSTRUCK.

TEN MINUTES OUT OF NEW YORK AIRSPACE. WE'RE FOLLOWING SIGNALS FROM FOUR FREEDOMS PLAZA.

THAT'S MY REPORT, CYKE. WHAT'S YOURS?

I... DON'T KNOW WHAT TO SAY.

THE PROFESSOR'S GREATEST FEAR HAS ALWAYS BEEN THAT A MUTANT WOULD SO LOSE CONTROL AS TO ENDANGER THE WORLD.

I NEVER DREAMED HE MADE SECRET PLANS FOR JUST THAT CONTINGENCY.

THE XAVIER PROTOCOLS -- AS MOIRA CALLED THEM -- SHOW IN DEADLY DETAIL HOW TO NEUTRALIZE EACH AND EVERY X-MAN --

-- INCLUDING XAVIER HIMSELF.

HE KNOWS OUR STRENGTHS... OUR WEAKNESSES... WHAT POSSIBLE CHANCE DO WE HAVE AGAINST HIM?

THE XAVIER PROTOCOLS
AS DRAFTED BY
PROF. CHARLES FRANCIS XAVIER
RE: ARCHANGEL, BEAST,
BISHOP, CANNONBALL,
CYCLOPS, GAMBIT, ICEMAN,
PSYLOCKE, ROGUE, STORM,
WOLVERINE.

MY GOD...

SCOTT, I KNOW THIS IS HITTING YOU HARD.

WE'RE FIGHTING A MAN WHO'S LIKE A FATHER TO BOTH OF US.

JUST REMEMBER... INSIDE ONSLAUGHT IS A GOOD MAN NAMED CHARLES XAVIER. WE'LL GET TO HIM. WE WILL.

...
NOT IF HE GETS TO US FIRST...



FOUR FREEDOMS PLAZA.

THIS IS SOME SET-UP, RICHARDS. I THINK I JUST WIRED YOUR CD-PLAYER TO YOUR MICROWAVE...

... BUT I REALLY CAN'T TELL.

DON'T SELL YOURSELF SHORT, PYM.

YOU'RE THE MOST BRILLIANT BIO-ENGINEER ALIVE. YOUR INPUT WILL BE INVALUABLE.

HERE. ARMOR MY FATHER USED TO SHIELD HIMSELF FROM FRANKLIN'S POWER. WHAT DO YOU MAKE OF THIS?

NATHANIEL RICHARDS
- Bob.



LET ME TAKE A LOOK, MR. RICHARDS. IT SEEMS TO BE --

-- WOW.

NEURAL NETWEBBED... FULLY TESSELLATED...

... THIS IS A MUST-SALVAGE.

OKAY, SO WE CAN COBBLE UP SOMETHING IMPERVIOUS TO FRANKLIN'S POWERS...

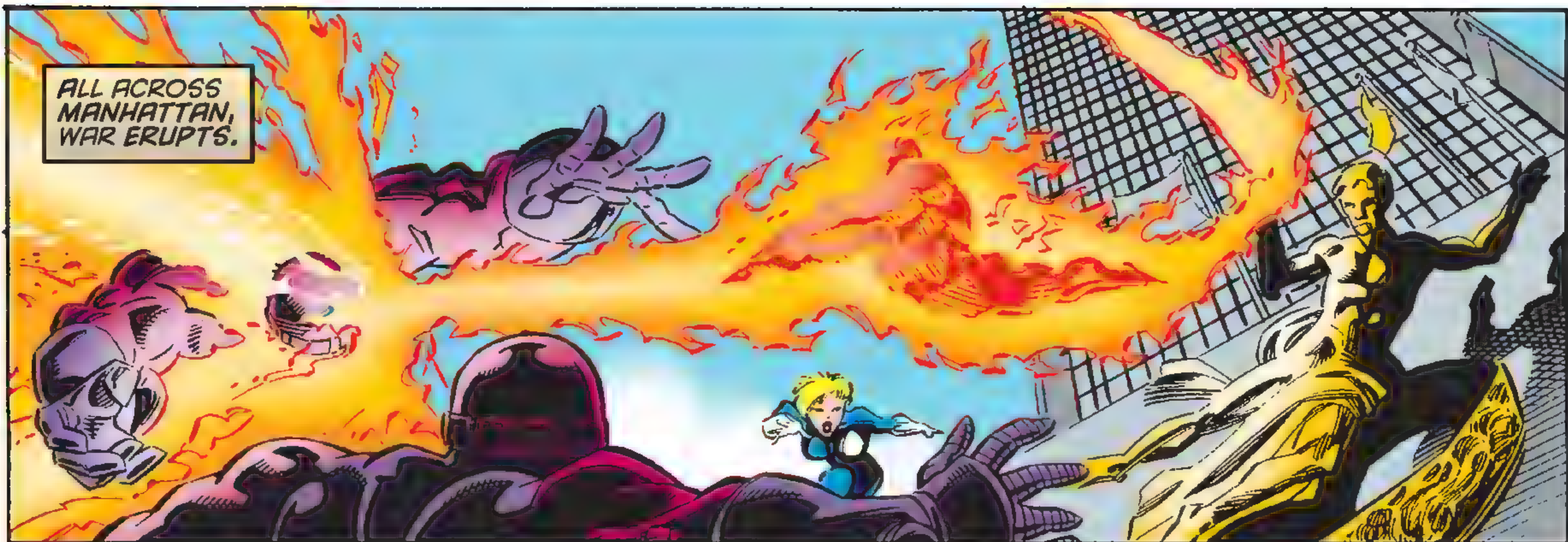
... BUT NOT NECESSARILY TO XAVIER'S.

"IF WE'RE GOING TO TAKE HIM..."

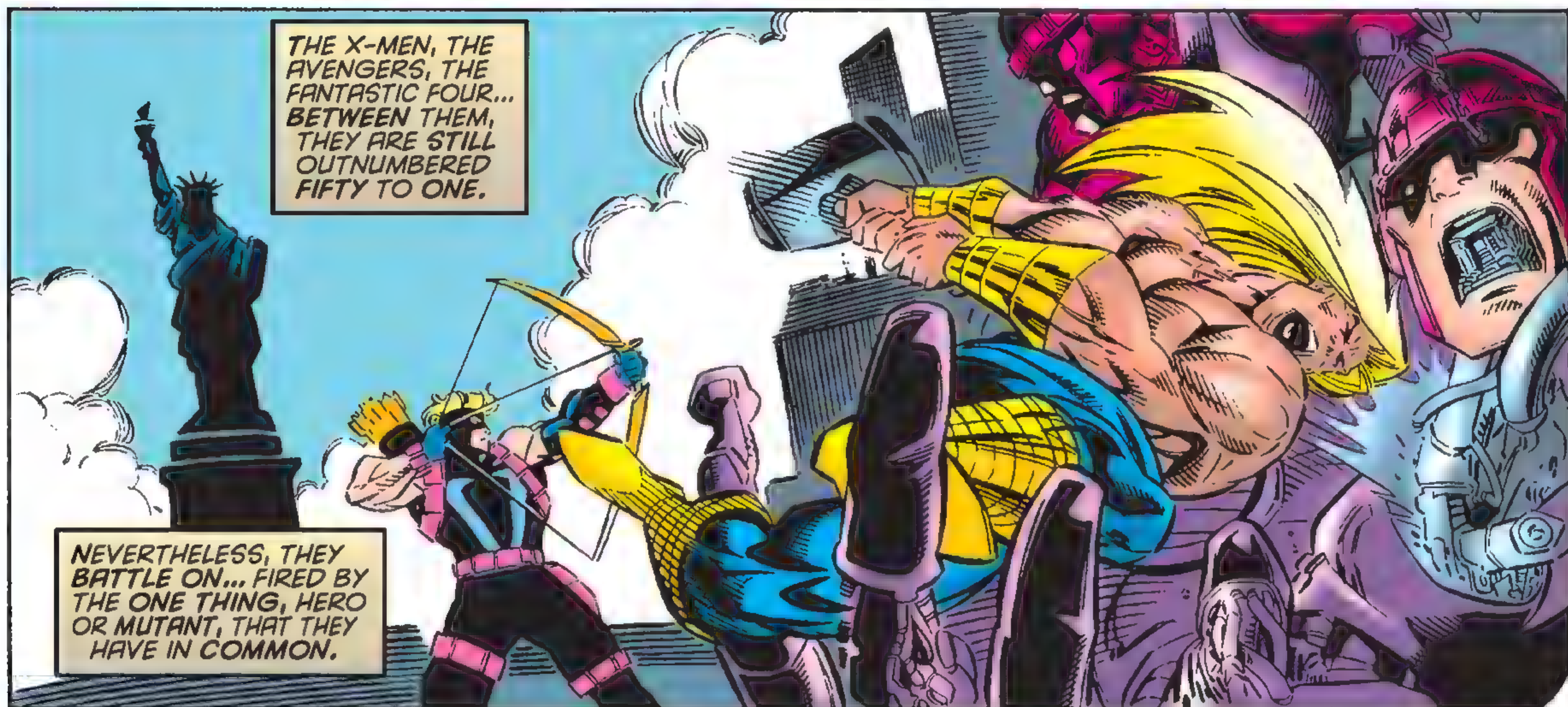
"... WE'LL NEED SOME ACE IN THE HOLE..."

XAVIER PROTOCOLS

PSIONIC ARMOR

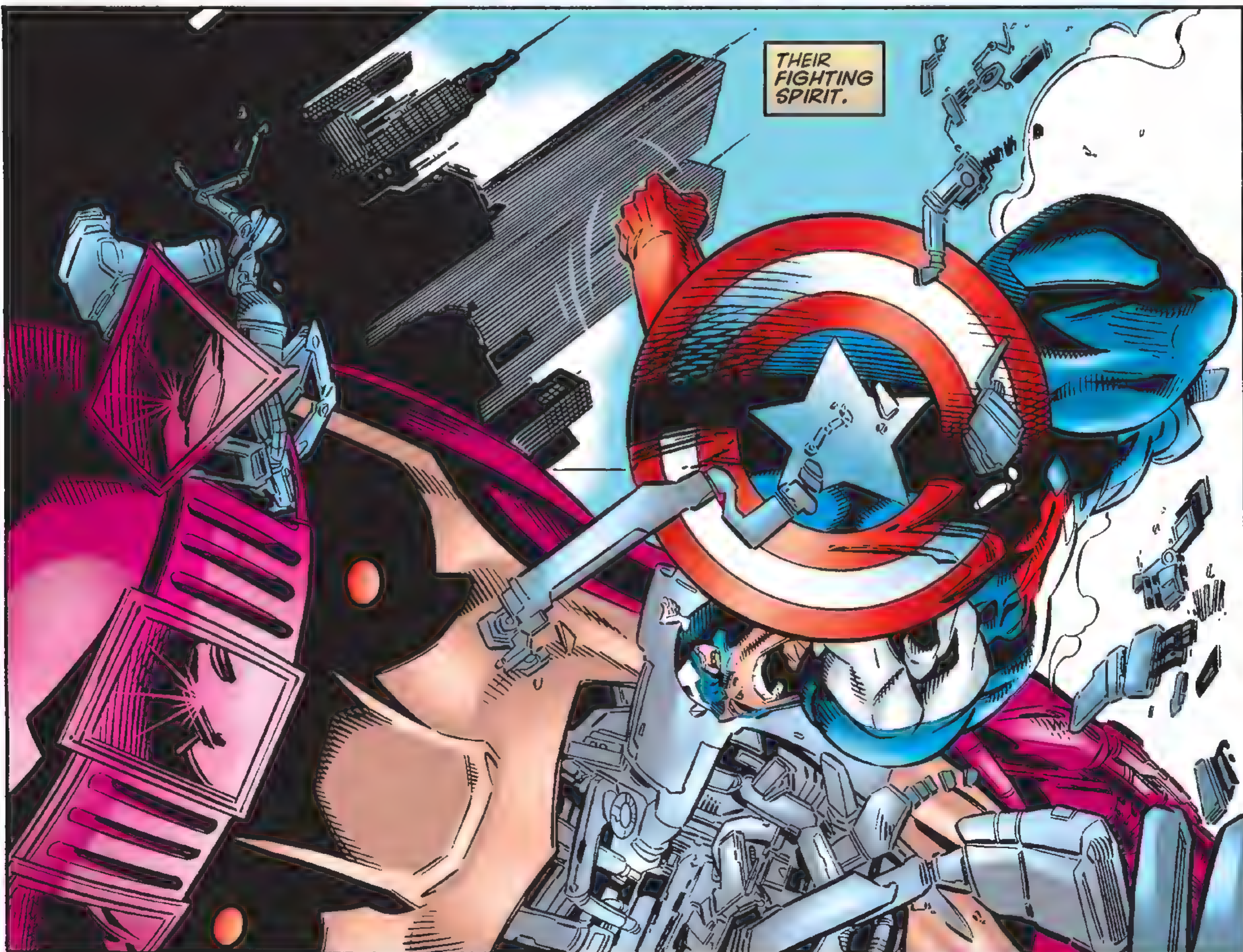


ALL ACROSS
MANHATTAN,
WAR ERUPTS.

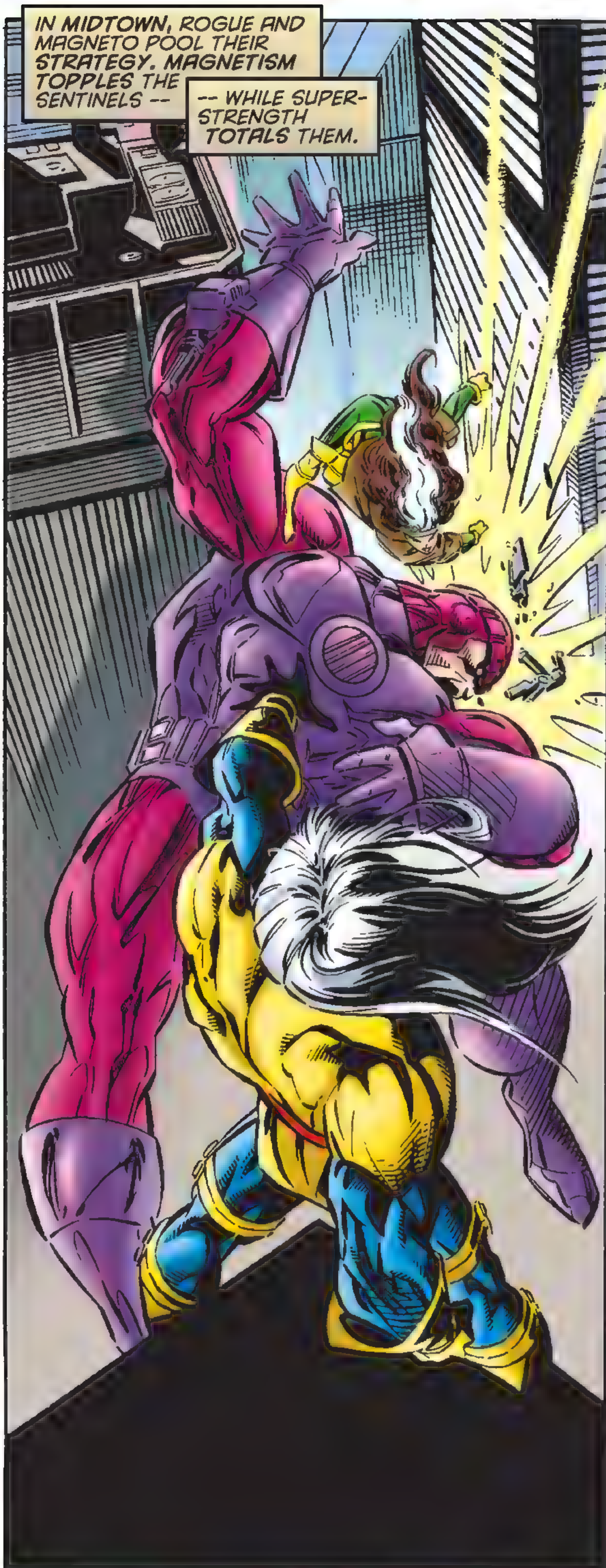


THE X-MEN, THE
AVENGERS, THE
FANTASTIC FOUR...
BETWEEN THEM,
THEY ARE STILL
OUTNUMBERED
FIFTY TO ONE.

NEVERTHELESS, THEY
BATTLE ON... FIRED BY
THE ONE THING, HERO
OR MUTANT, THAT THEY
HAVE IN COMMON.

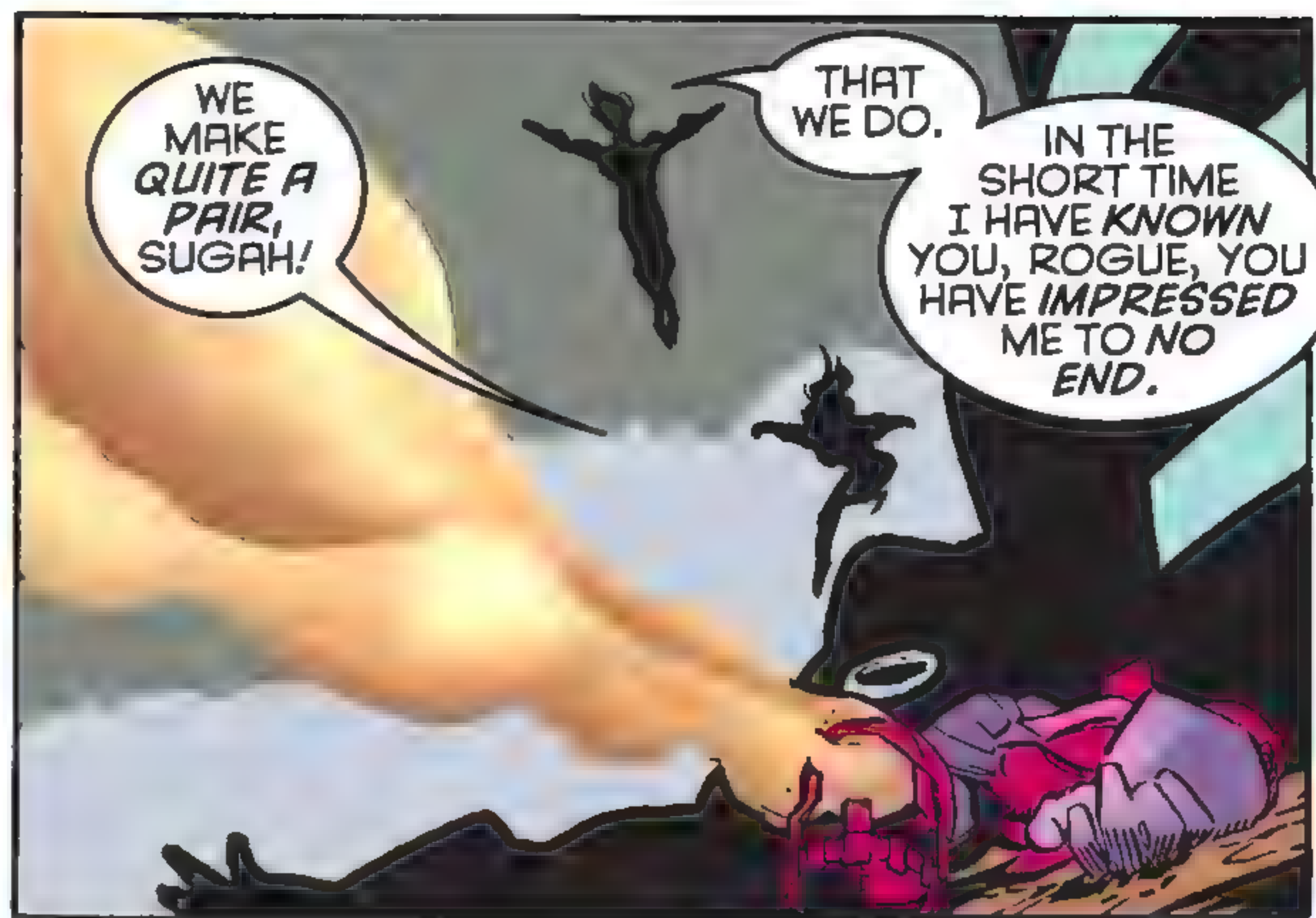


THEIR
FIGHTING
SPIRIT.



IN MIDTOWN, ROGUE AND MAGNETO POOL THEIR STRATEGY. MAGNETISM TOPPLES THE SENTINELS --

-- WHILE SUPER-STRENGTH TOTALS THEM.



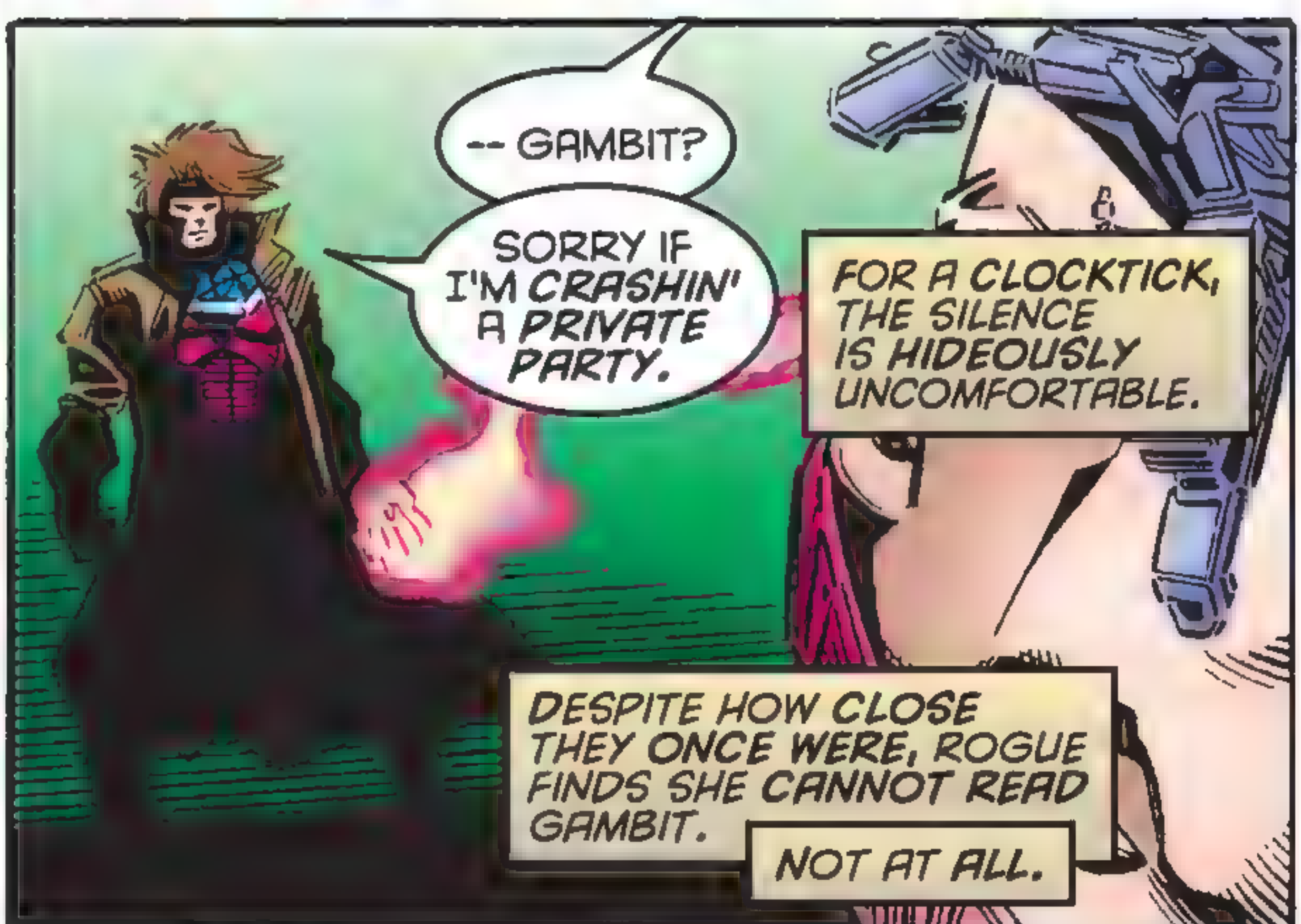
WE MAKE QUITE A PAIR, SUGAH!

THAT WE DO.

IN THE SHORT TIME I HAVE KNOWN YOU, ROGUE, YOU HAVE IMPRESSED ME TO NO END.



IT COMFORTS ME TO REALIZE THAT, IN A CRISIS, I CAN COUNT ON --



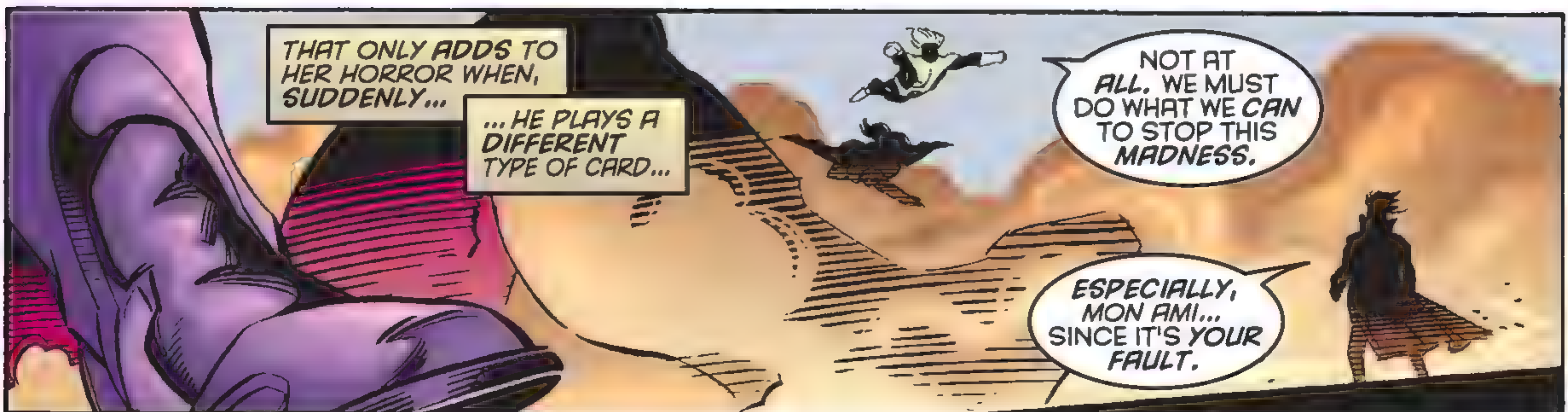
-- GAMBIT?

SORRY IF I'M CRASHIN' A PRIVATE PARTY.

FOR A CLOCKTICK, THE SILENCE IS HIDEOUSLY UNCOMFORTABLE.

DESPITE HOW CLOSE THEY ONCE WERE, ROGUE FINDS SHE CANNOT READ GAMBIT.

NOT AT ALL.



THAT ONLY ADDS TO HER HORROR WHEN, SUDDENLY...

... HE PLAYS A DIFFERENT TYPE OF CARD...

NOT AT ALL. WE MUST DO WHAT WE CAN TO STOP THIS MADNESS.

ESPECIALLY, MON AMI... SINCE IT'S YOUR FAULT.

MY...? WHAT DO I
HAVE TO DO WITH
ONSLAUGHT?

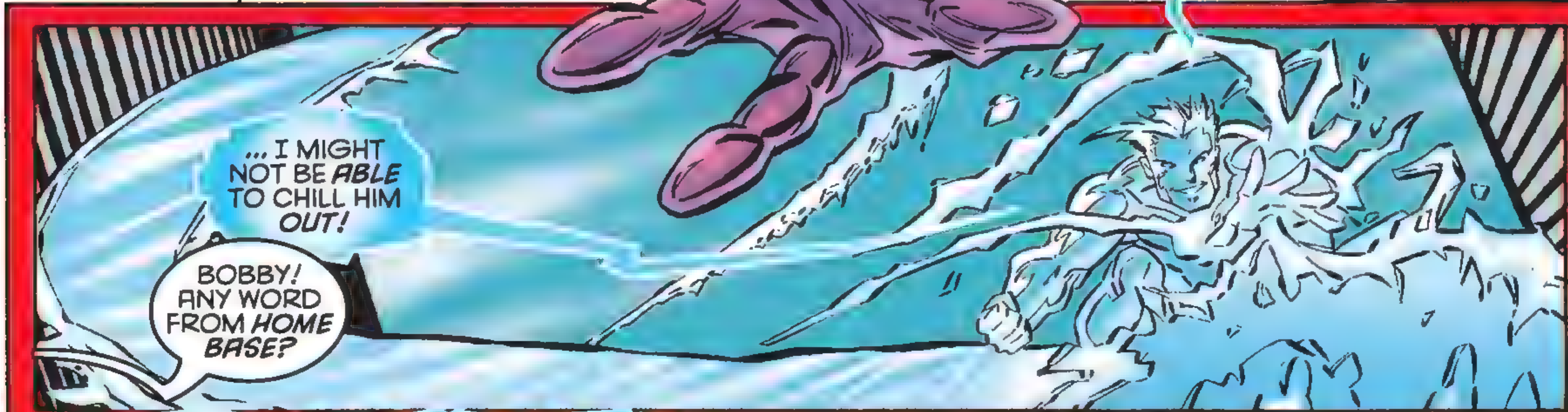
HE GOT A MIGHTY
EVIL STREAK -- AN'
WE FIGGER DAT
COMES FROM --

WATCH
YOUR MOUTH,
REMY! SHUT IT,
'FORE I SHUT
IT FOR --



ARCHIE!
BETTY!
VERONICA!
HEADS UP!

YOU
LET ANOTHER
ONE SNEAK UP
BEHIND YOU
LIKE THIS...



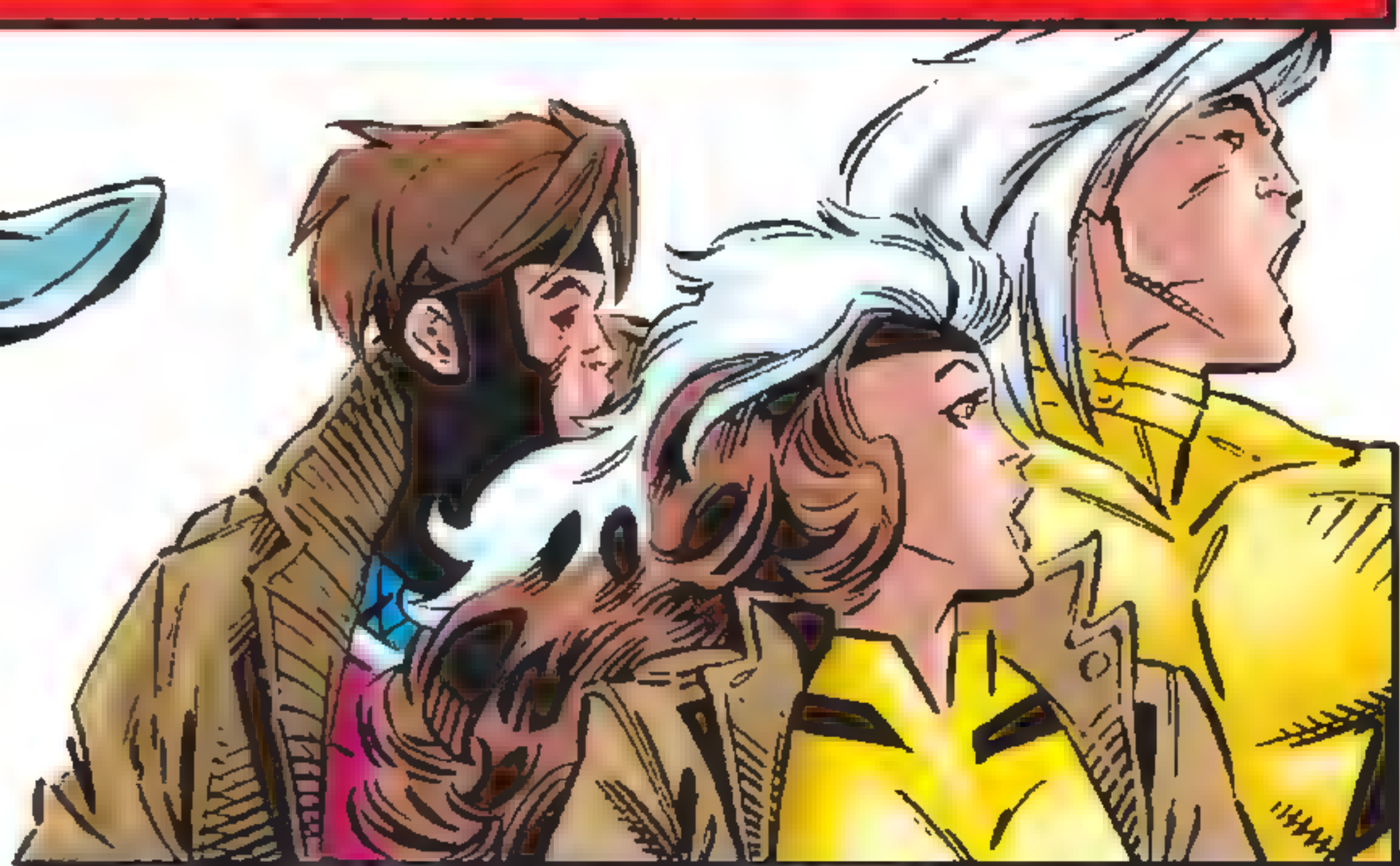
... I MIGHT
NOT BE ABLE
TO CHILL HIM
OUT!

BOBBY!
ANY WORD
FROM HOME
BASE?

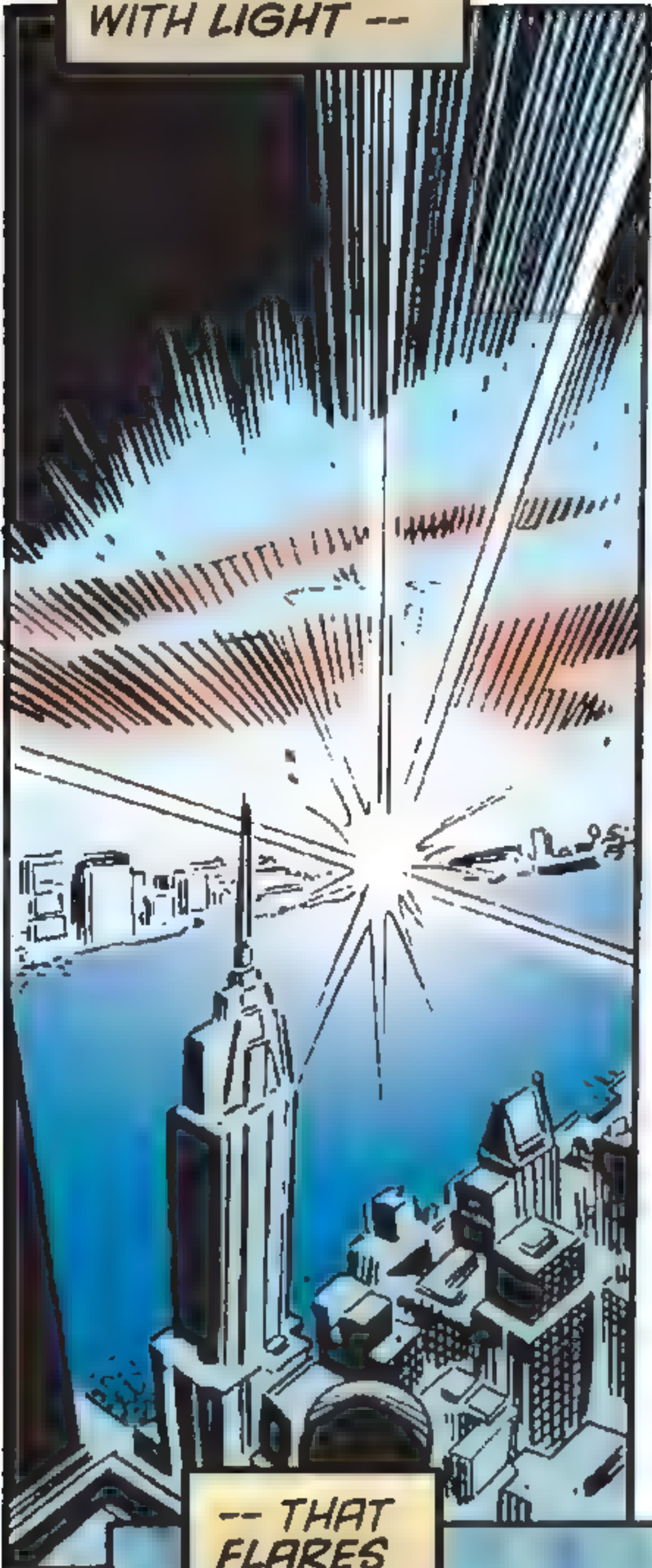
NOT YET.
THE BIG BRAINS
ARE STILL TINKERING,
RACING THE
CLOCK --

-- BUT I
THINK TIME
JUST RAN
OUT!

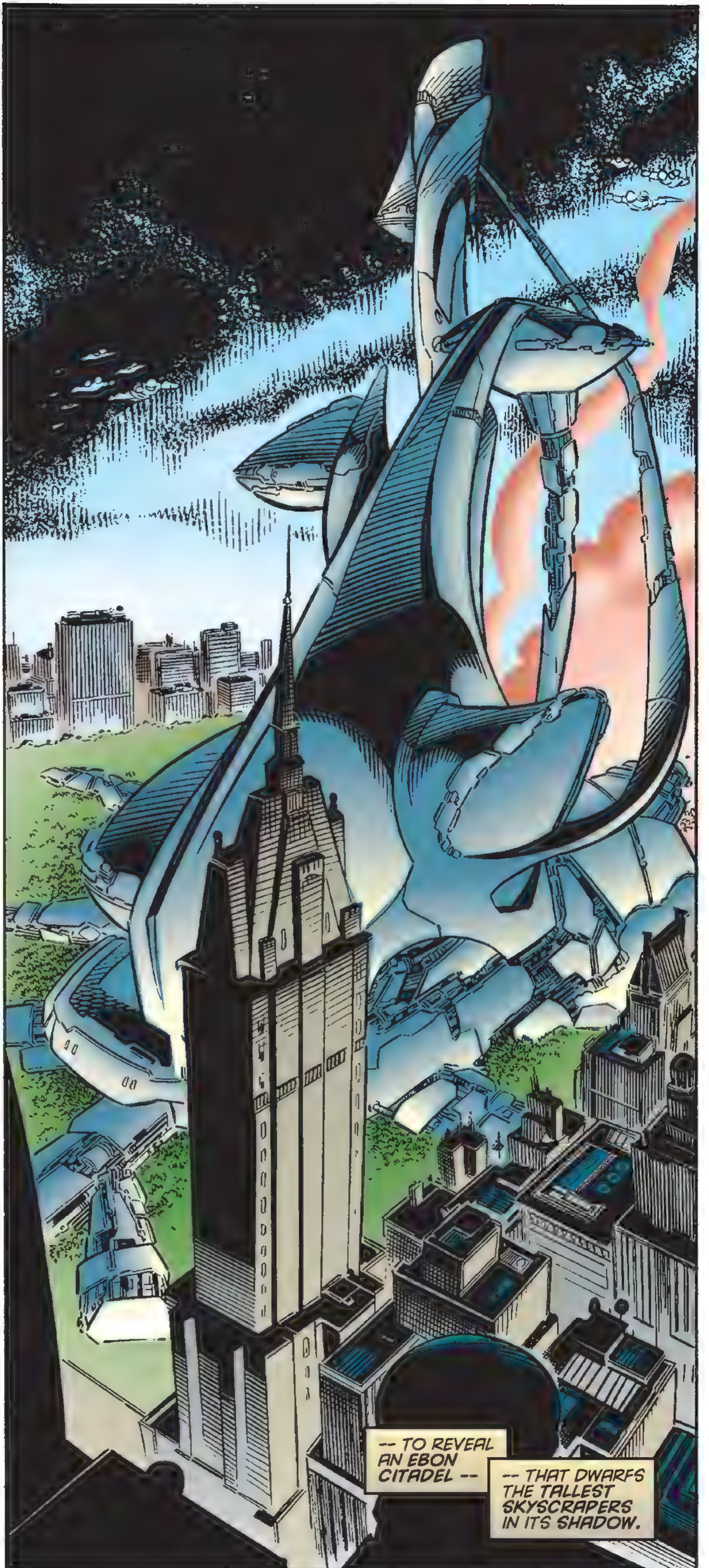
LOOK!
OVER
CENTRAL
PARK!



IT STARTS LIKE
A DAWNING SUN.
THE AIR FILLS
WITH LIGHT --



-- THAT
FLARES
WITH A
NOVA
FLASH --



-- TO REVEAL
AN EBON
CITADEL --

-- THAT DWARFS
THE TALLEST
SKYSCRAPERS
IN ITS SHADOW.

IT IS THE LAST
BRIGHT MOMENT
THE WORLD MAY
EVER SEE.

**HOMO
SAPIENS -- HEAR
THE WORDS OF
ONSLAUGHT!**

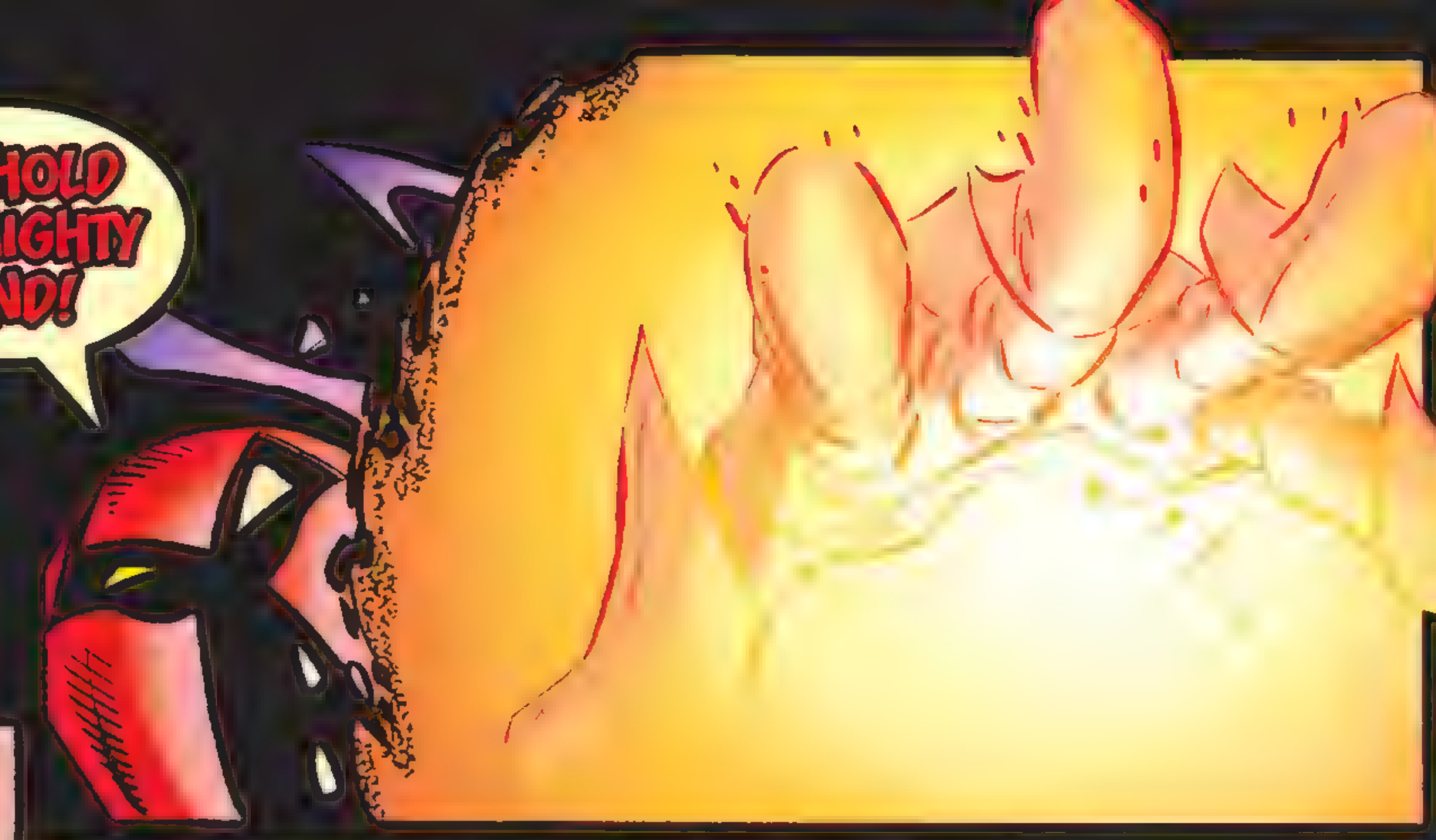
FROM
THIS DAY
FORWARD, THE
HUMANS SHALL
NO LONGER
INHERIT THE
EARTH!

NO
MORE SHALL
MUTANTKIND
BE SO SAVAGELY
OPPRESSED --

-- FOR
TODAY MARKS THE
ULTIMATE
ASCENDANCE OF THE
**HOMO SUPERIOR
RACE!**

**PEOPLE
OF THE
WORLD --**





THE SHOCK-WAVE HITS LIKE A COMET.

WITH A GESTURE CHILLINGLY CASUAL, ONSLAUGHT BLANKETS MANHATTAN WITH A CORUSCATING BLAST OF UNEARTHLY ENERGY --

-- AN ELECTROMAGNETIC PULSE SO FIERCE AS TO UPROOT THE VERY BEDROCK OF THE ISLAND.

ACROSS THE CITY, IT SPARKS EXPLOSIONS.

IT SHATTERS BUILDINGS.

IT DEADENS EVERY ERG OF POWER IN ITS WAKE...

... TURNING SUBWAYS... ELEVATORS... EVEN OPERATING ROOMS... INTO SILENT TOMBS.

WITH A COLD AND
EXACTING FINALITY,
IT DESTROYS
CIRCUITRY --



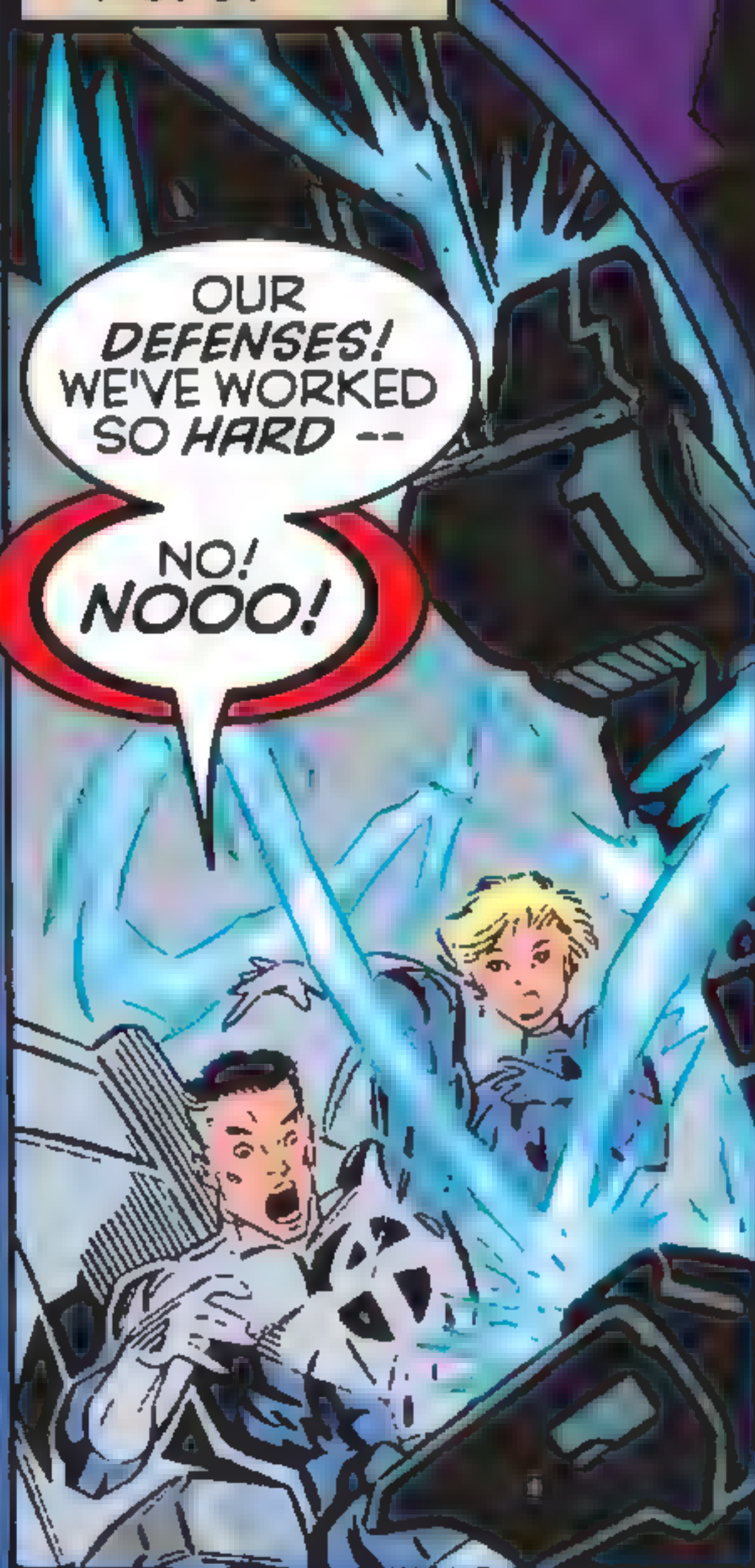
-- IT DESTROYS
ARMOR --



-- IT DESTROYS
HOPE.

OUR
DEFENSES!
WE'VE WORKED
SO HARD --

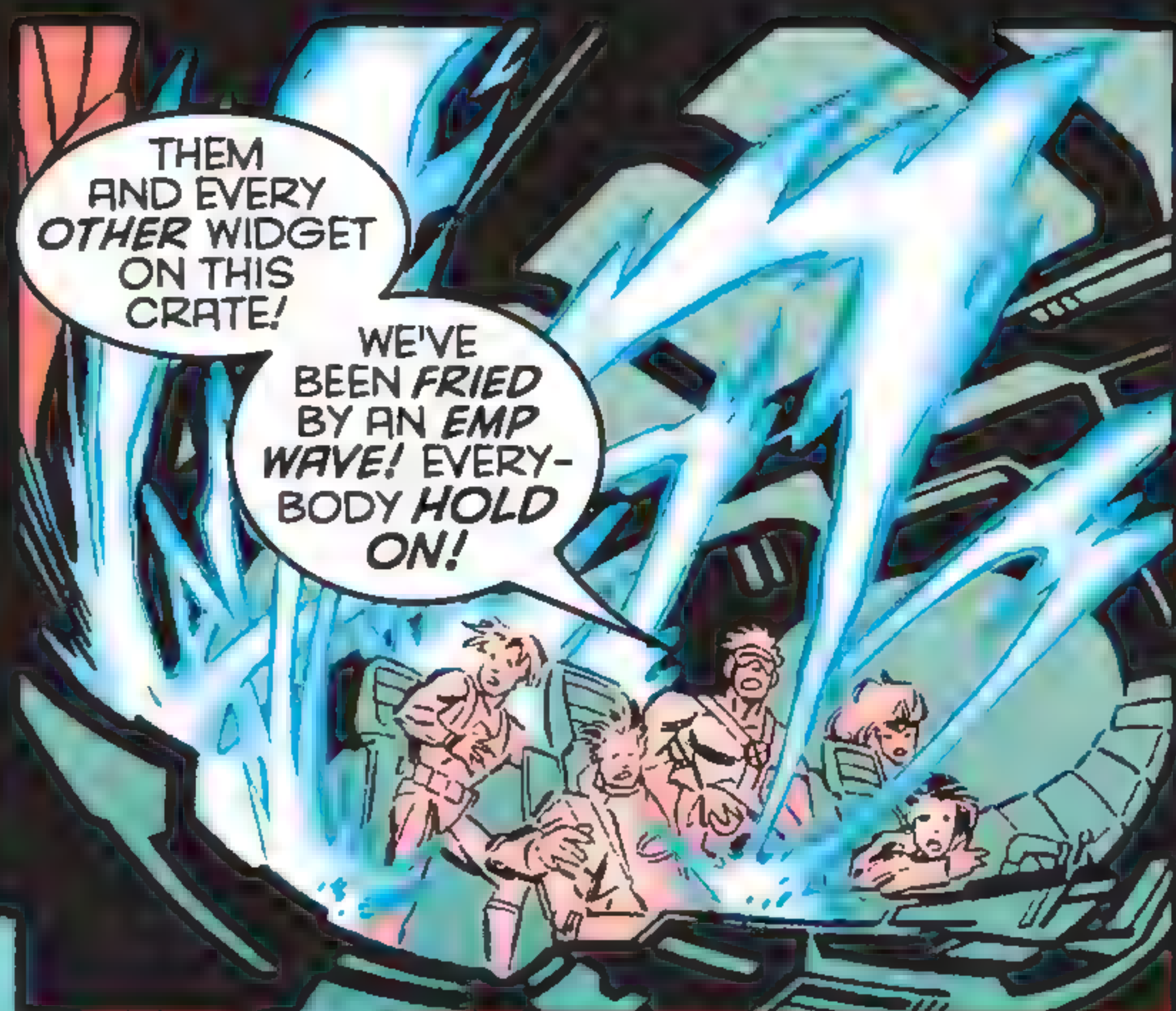
NO!
NOOO!





WHAT THE --?

THE PROTOCOLS -- THEY'RE SHORTING OUT?



THEM AND EVERY OTHER WIDGET ON THIS CRATE!

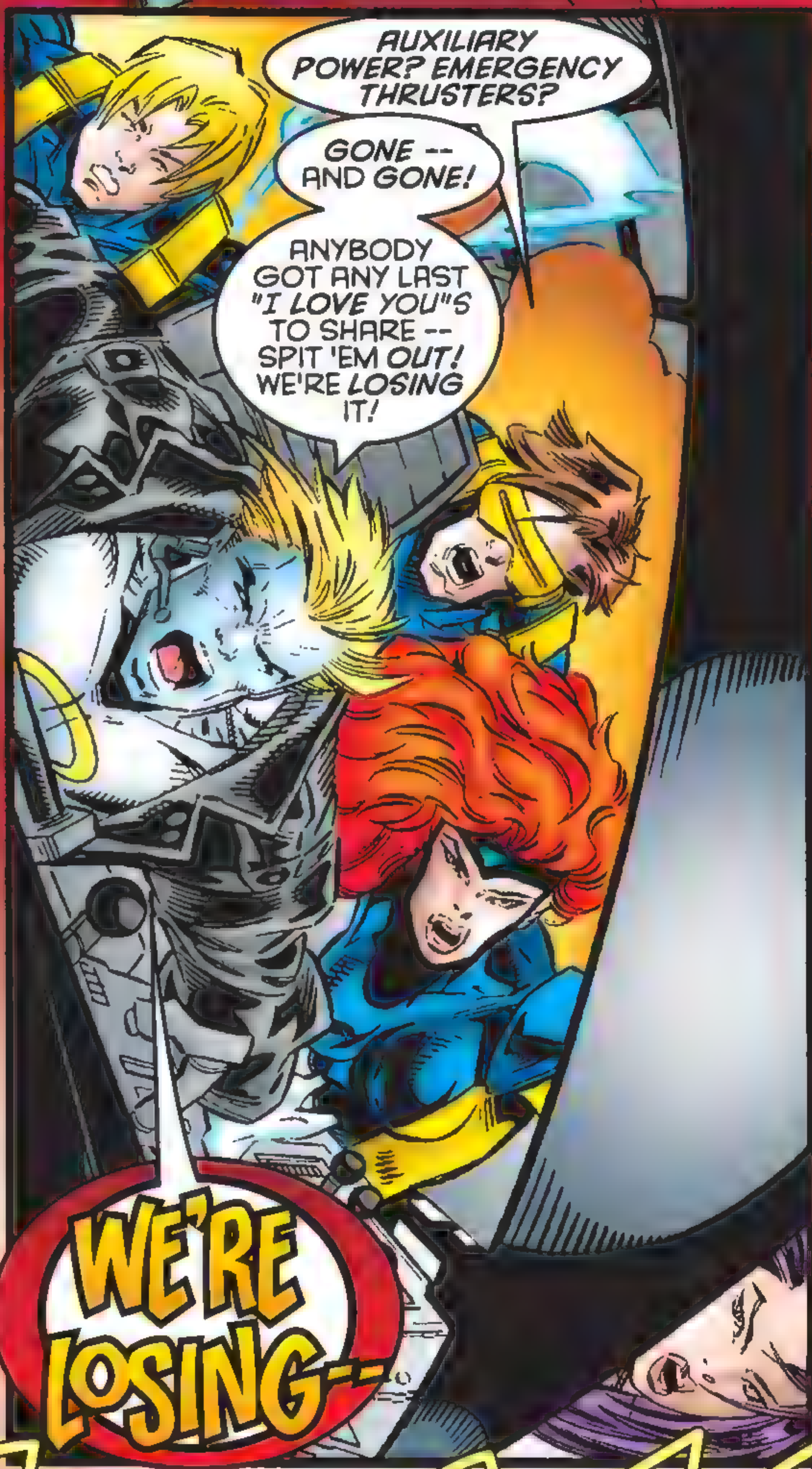
WE'VE BEEN FRIED BY AN EMP WAVE! EVERYBODY HOLD ON!



I'VE THROWN EVERY FAILSAFE I KNOW TO THROW --



-- AND WE'RE STILL IN FREE-FALL!



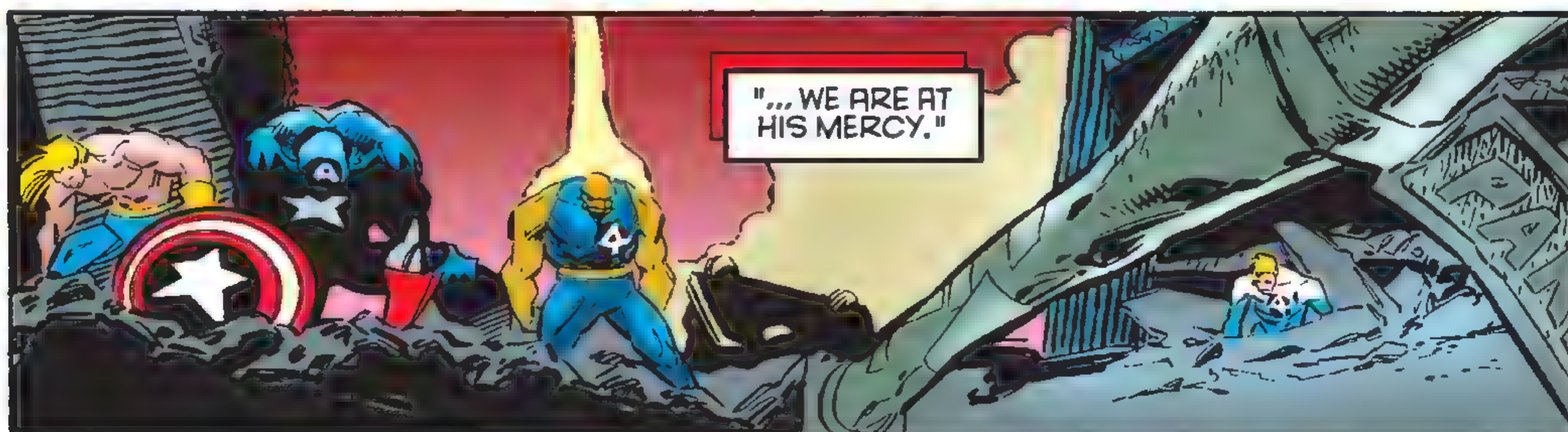
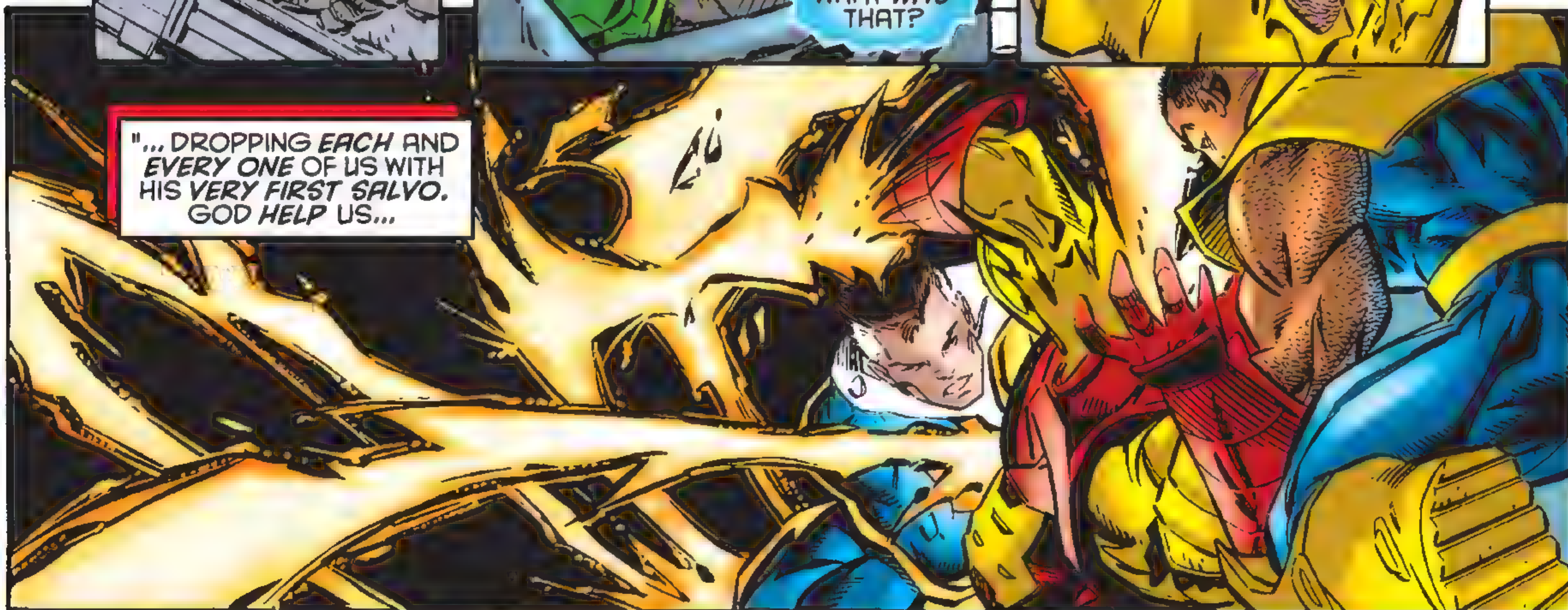
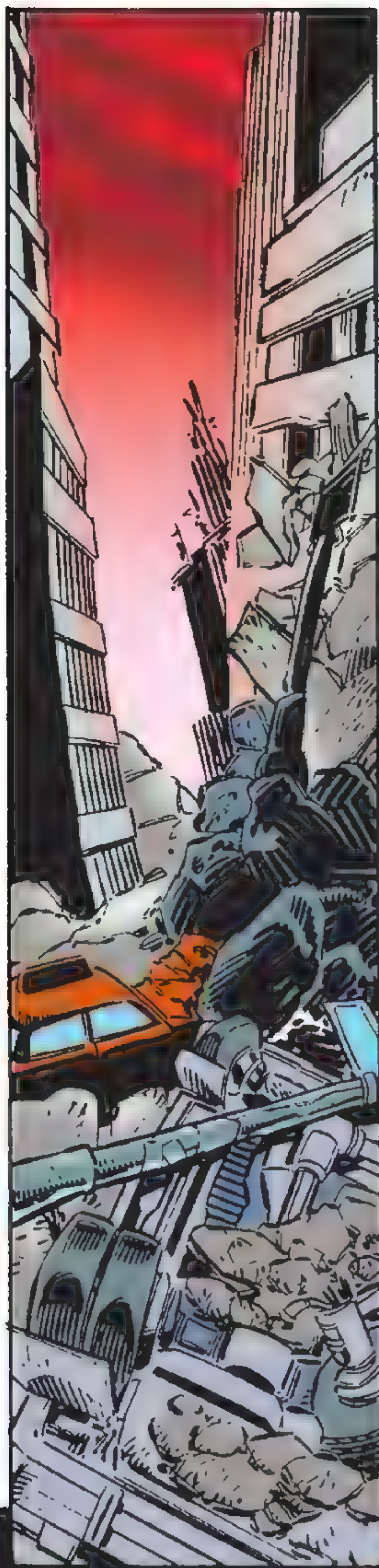
AUXILIARY POWER? EMERGENCY THRUSTERS?

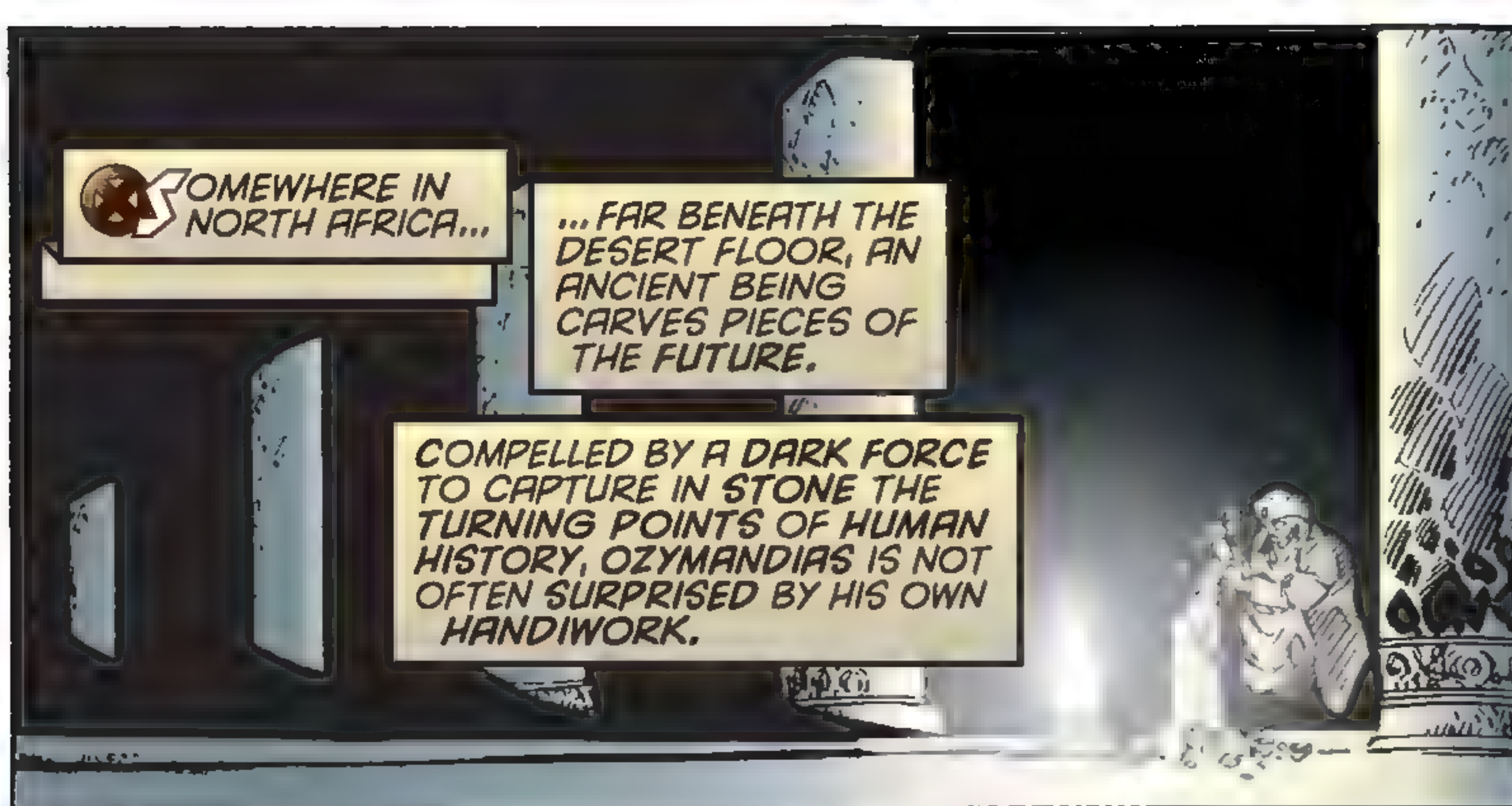
GONE -- AND GONE!

ANYBODY GOT ANY LAST "I LOVE YOU"'S TO SHARE -- SPIT 'EM OUT! WE'RE LOSING IT!

WE'RE LOSING--







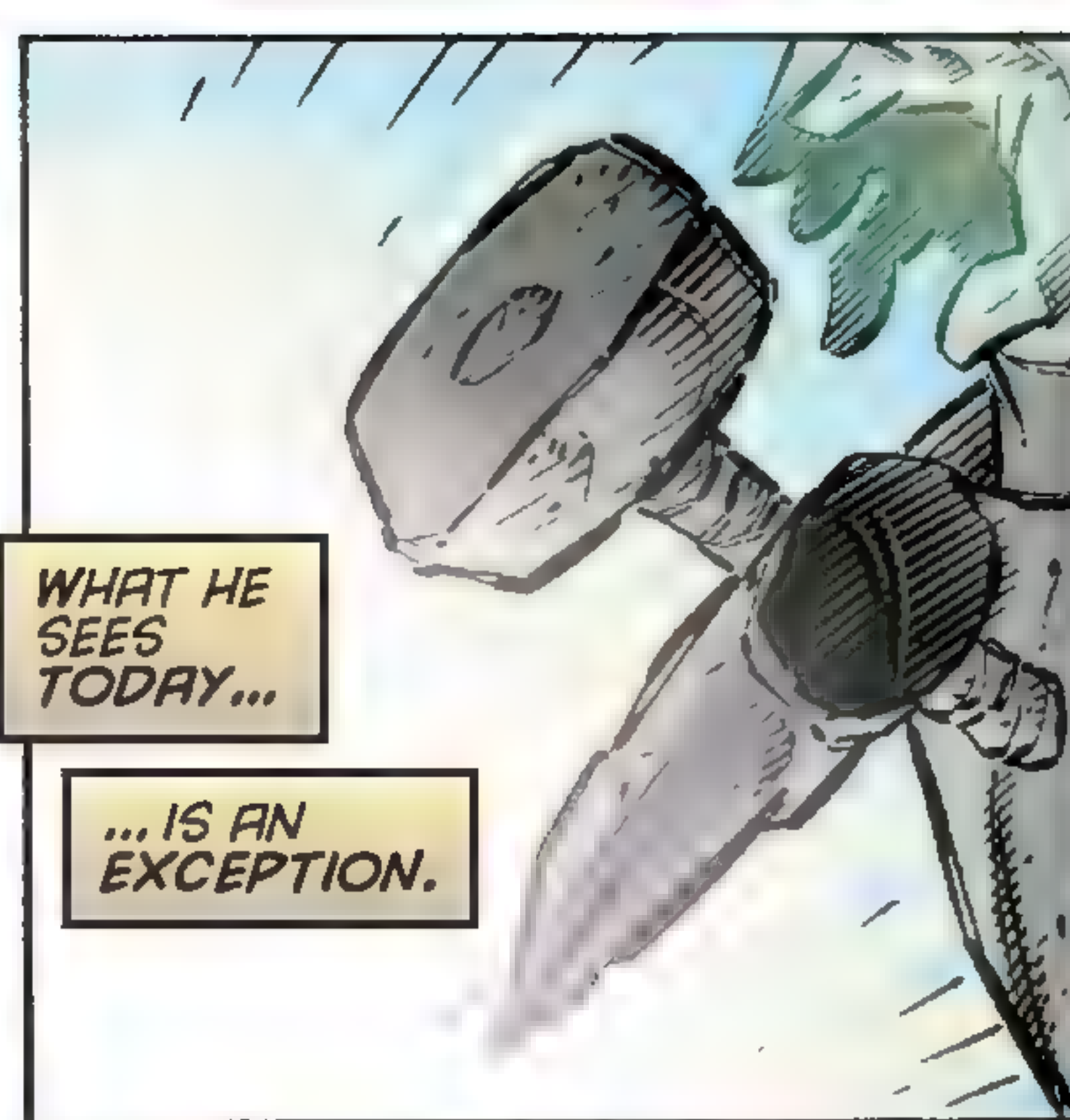
SOMEWHERE IN
NORTH AFRICA...

... FAR BENEATH THE
DESERT FLOOR, AN
ANCIENT BEING
CARVES PIECES OF
THE FUTURE.

COMPELLED BY A DARK FORCE
TO CAPTURE IN STONE THE
TURNING POINTS OF HUMAN
HISTORY, OZYMANDIAS IS NOT
OFTEN SURPRISED BY HIS OWN
HANDIWORK.

WHAT HE
SEES
TODAY...

... IS AN
EXCEPTION.



A GLIMPSE OF
ONSLAUGHT...

... NOT AS
HE IS...

... BUT AS
HE WILL
SOON BE...

... AS HE STANDS ATOP
THE ASHES OF WHAT
WAS ONCE THE EARTH...

CONTINUED IN
**UNCANNY
X-MEN #336!**

MARVEL
COMICS

X-MEN

SEPT '96 336

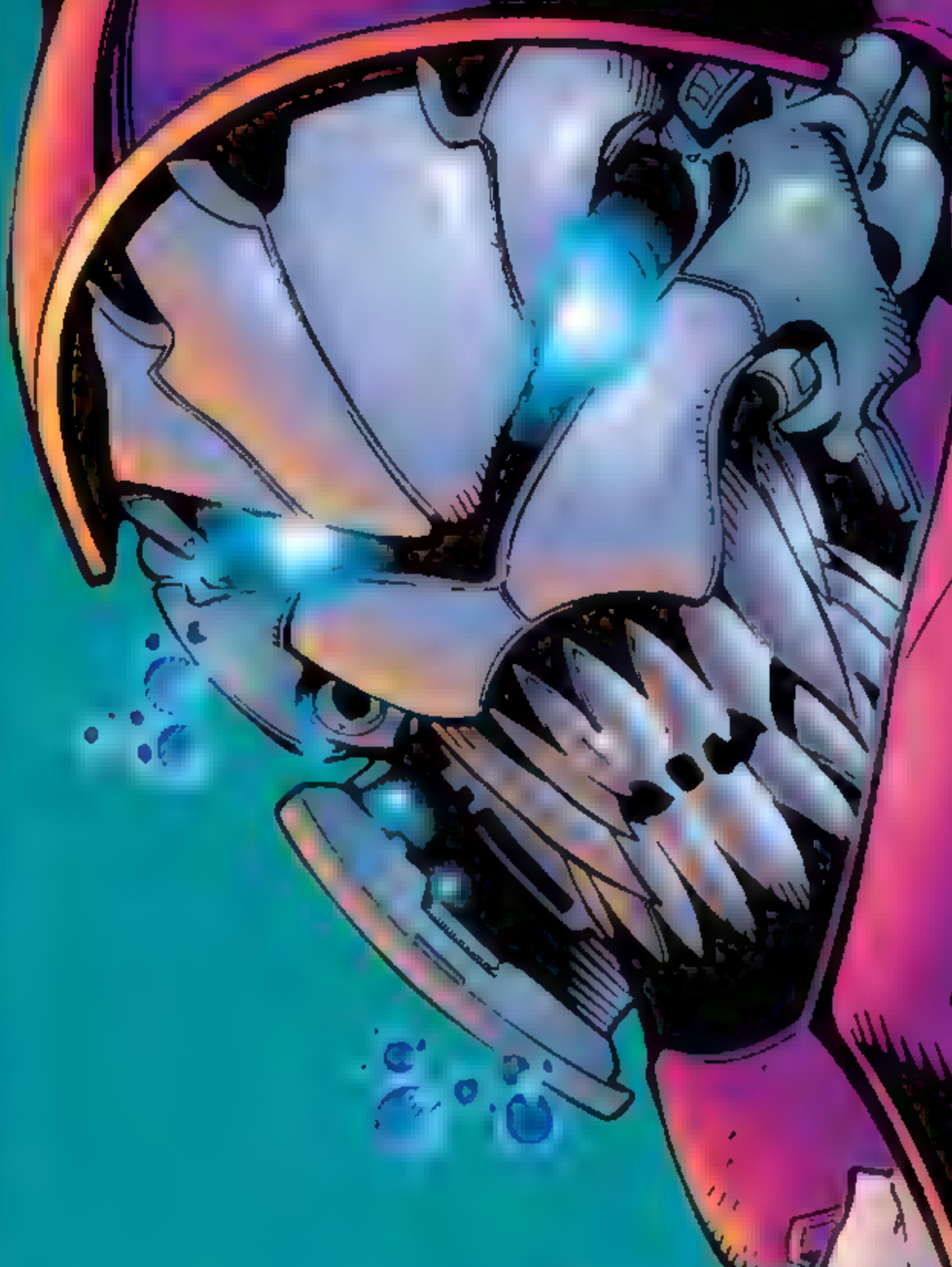
SLAUGHTER
PHASE 2

THE UNCANNY

X-Factor

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



METAMORPHOSIS

MARVEL/TOXINSEND

8 FRANKLIN RICHARDS
SHOULD BE OUTSIDE.

HE SHOULD BE
PLAYING IN THE
AFTERNOON SUN...

... HIS IMAGINATION TAKING
HIM TO THE DEPTHS OF
ATLANTIS OR THE DEEP
DARKNESS OF OUTER SPACE.

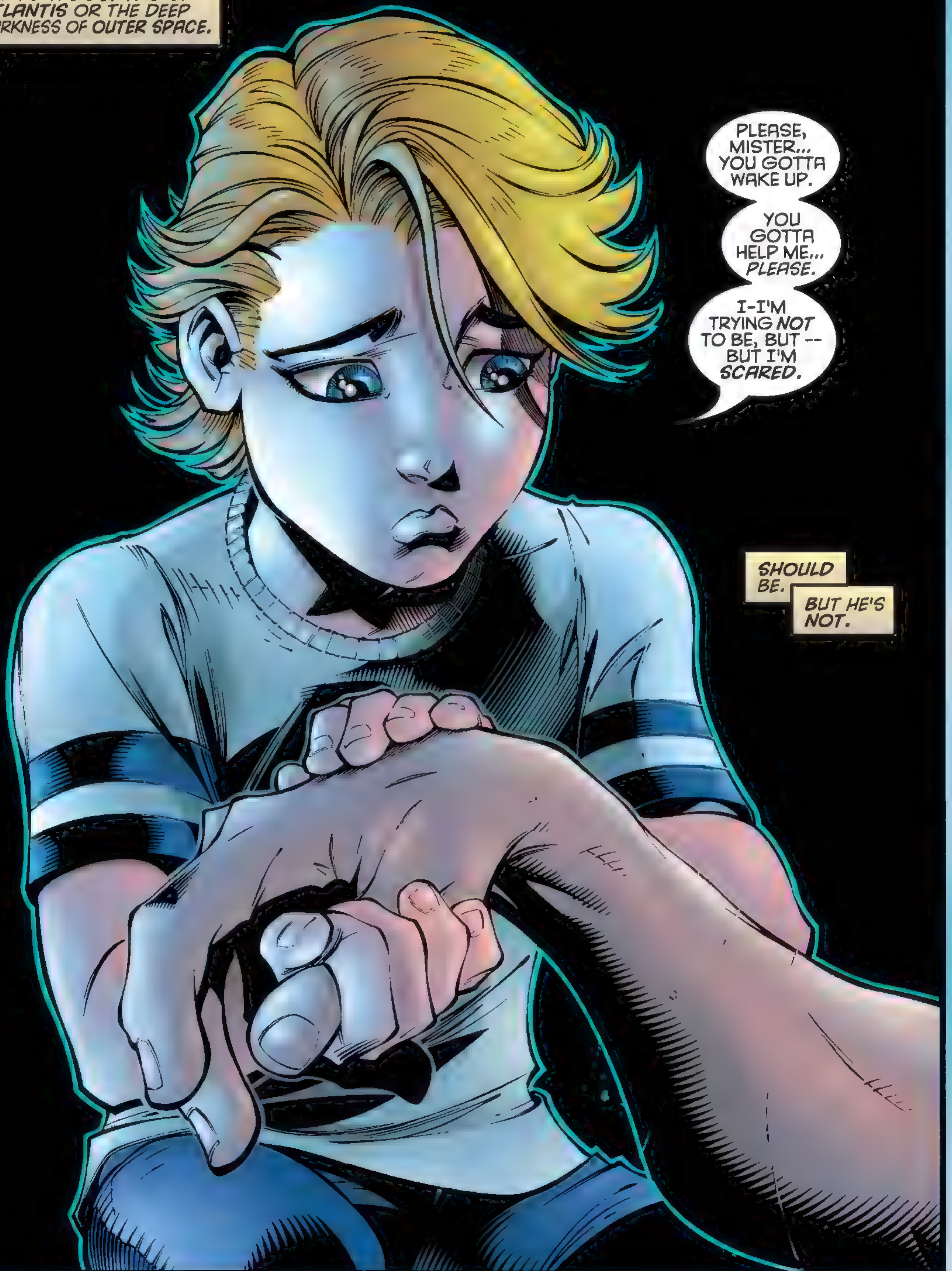
PLEASE,
MISTER...
YOU GOTTA
WAKE UP.

YOU
GOTTA
HELP ME...
PLEASE.

I-I'M
TRYING NOT
TO BE, BUT --
BUT I'M
SCARED.

SHOULD
BE.

BUT HE'S
NOT.



Stan Lee Presents: **THE UNCANNY X-MEN** in:
A VOICE AS DEEP AS THUNDER

TODAY HE FINDS HIMSELF
TRAPPED WITHIN THE HEART
OF A MADMAN.

A HIGH-OMNIPOTENT
CREATURE MADE OF
PURE PSIONIC ENERGY
KNOWN AS ONSLAUGHT.

I
RECOGNIZE
YOU, DOCTOR X.
YOU'RE A FRIEND OF
MY MOM AND
DAD'S.

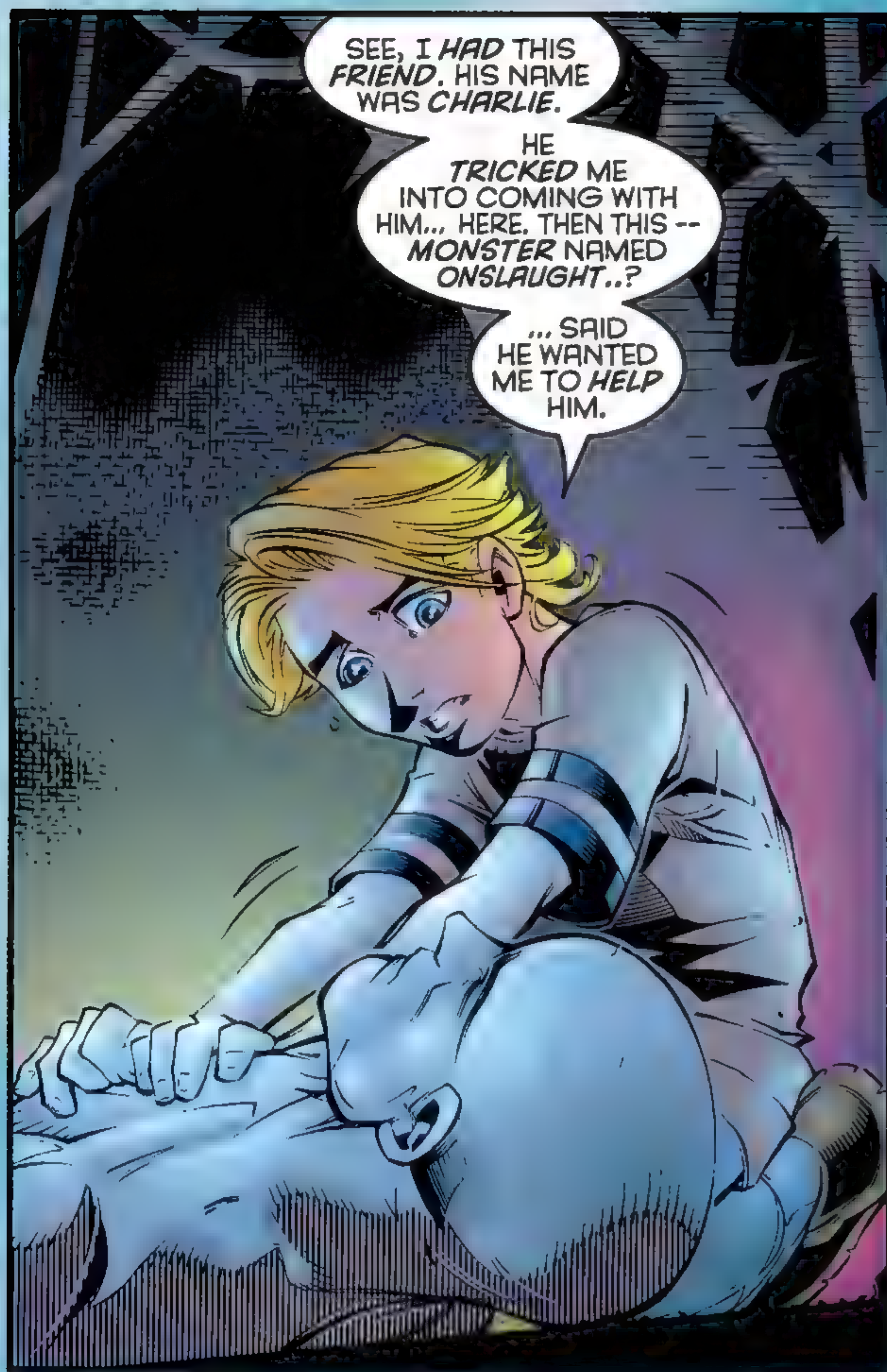
YOU'RE
STRONG LIKE
THEM -- WITH
POWERS. I
'MEMBER.

C'MON,
LET'S GO FIND
THEM...

HIS ONLY COMPANY
IS A FELLOW CAPTIVE
ALL BUT BEREFT OF THE
POWER OF HIS MIND.

LOBDELL **MADUREIRA** **TOWNSEND, DELL, V. RUSSELL, MILGROM** **inkers** **HARRAS**
Writer Penciler **RS/COMICRAFT/KF** Letters **BUCELLATO/TB!** Colors Editor/Chief

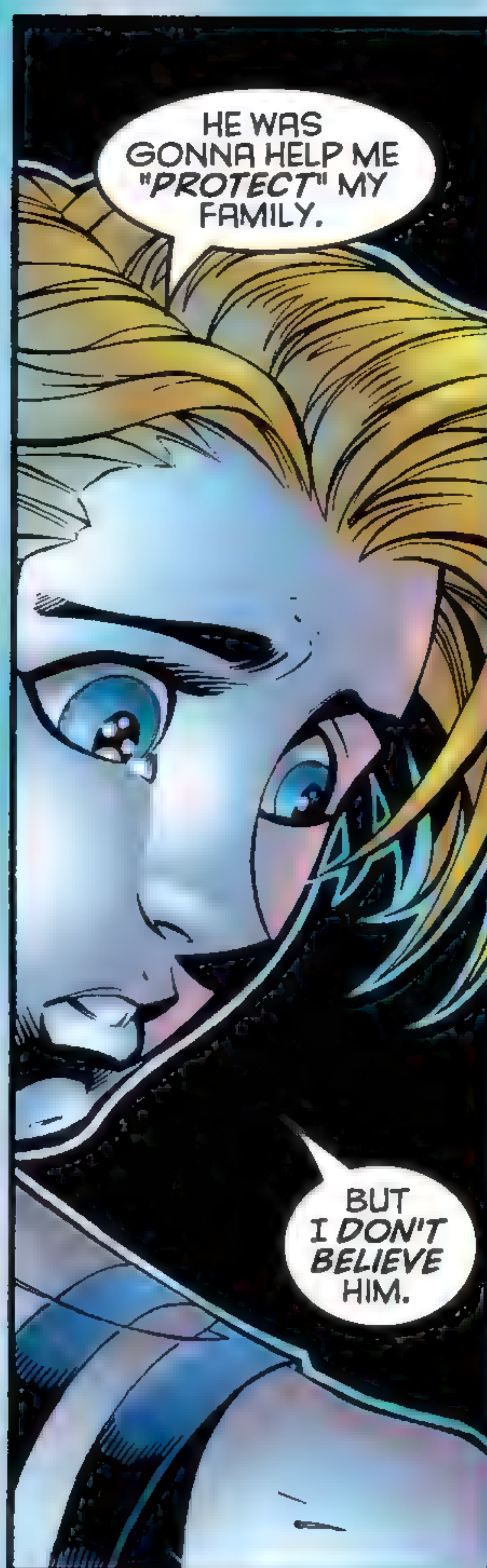
... BEFORE
HE COMES
BACK.



SEE, I HAD THIS FRIEND. HIS NAME WAS CHARLIE.

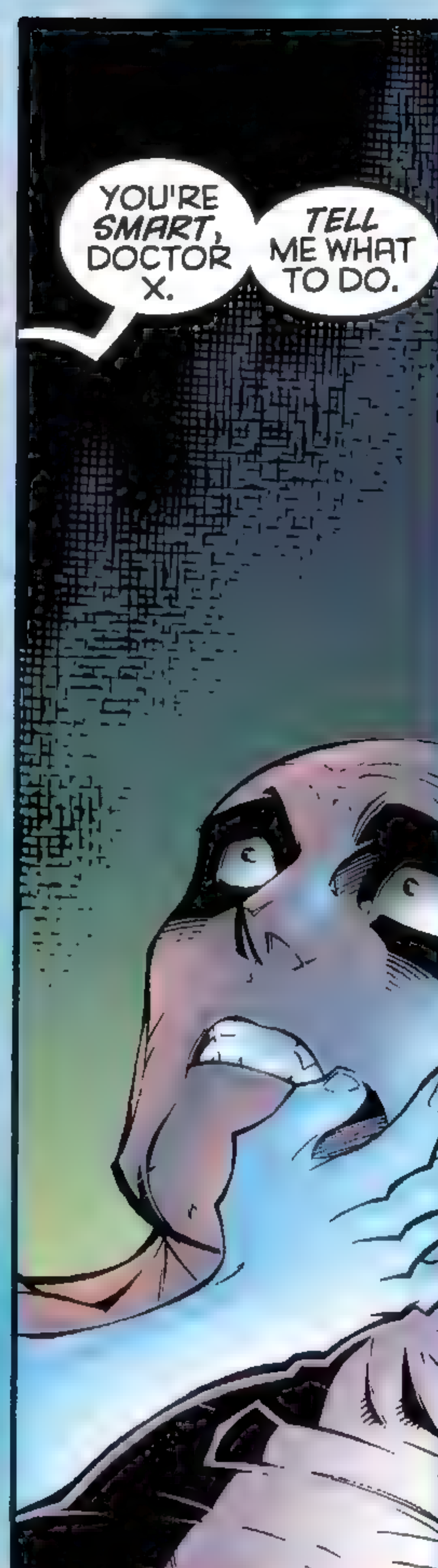
HE TRICKED ME INTO COMING WITH HIM... HERE. THEN THIS -- MONSTER NAMED ONSLAUGHT..?

... SAID HE WANTED ME TO HELP HIM.



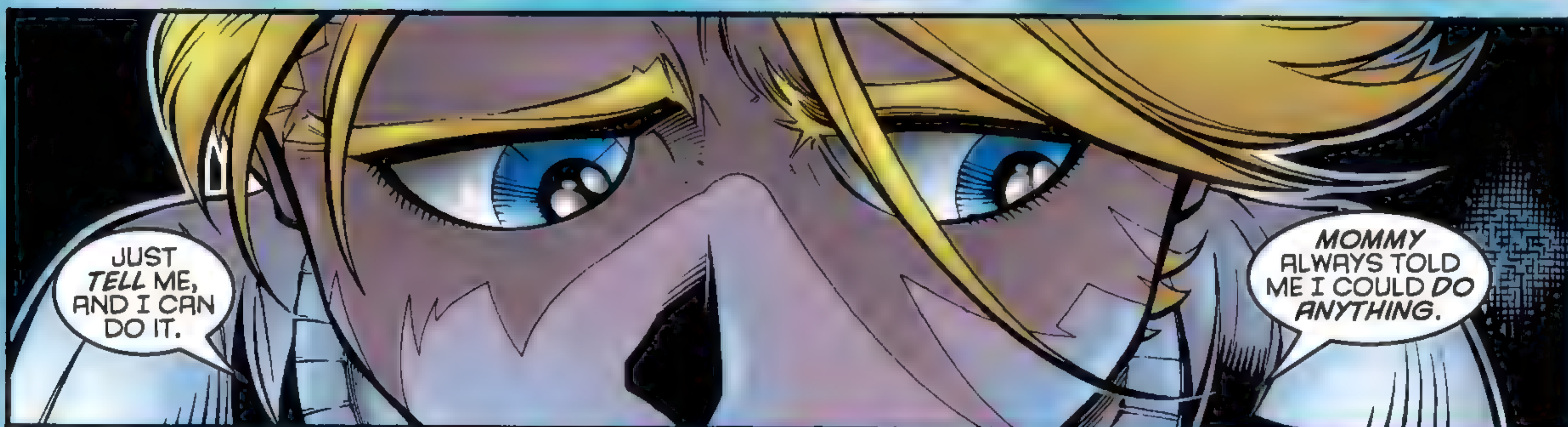
HE WAS GONNA HELP ME "PROTECT" MY FAMILY.

BUT I DON'T BELIEVE HIM.



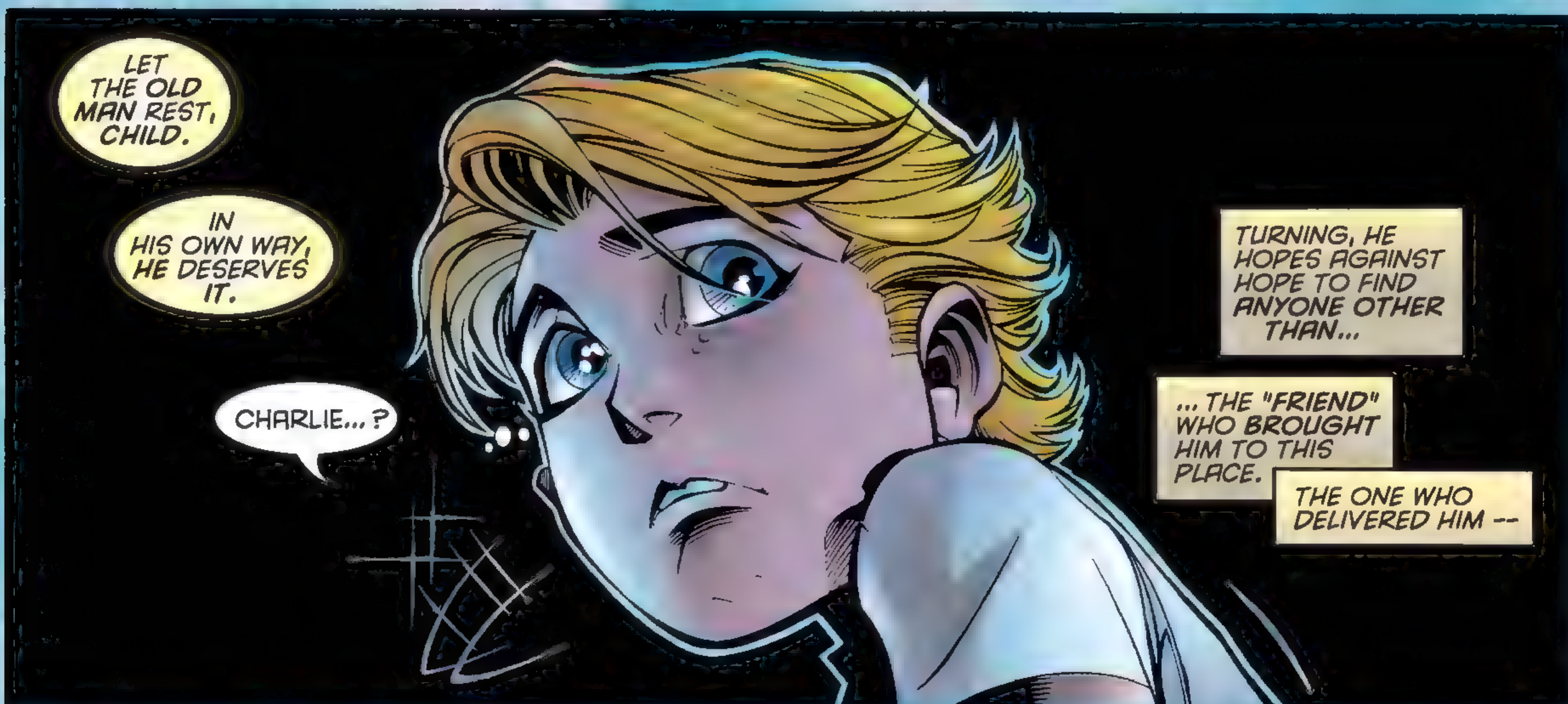
YOU'RE SMART, DOCTOR X.

TELL ME WHAT TO DO.



JUST TELL ME, AND I CAN DO IT.

MOMMY ALWAYS TOLD ME I COULD DO ANYTHING.



LET THE OLD MAN REST, CHILD.

IN HIS OWN WAY, HE DESERVES IT.

CHARLIE... ?

TURNING, HE HOPES AGAINST HOPE TO FIND ANYONE OTHER THAN...

... THE "FRIEND" WHO BROUGHT HIM TO THIS PLACE.

THE ONE WHO DELIVERED HIM --



-- UNTO
EVIL.

NOW
RELAX,
CHILD.

YOU'RE
GOING TO NEED
YOUR STRENGTH...
FOR LATER.

FOR WHAT...
W-WHY...

BECAUSE...
YOU'RE GOING
TO HELP
ME.

AS
THE ONLY
BEGOTTEN SON OF
SUE AND REED RICHARDS
OF THE SO-CALLED
FANTASTIC
FOUR...

... YOU
ARE THE HEIR
TO A POWER
HERETOFORE
UNKNOWN
TO MAN!

YOU AND I,
FRANKLIN -- WE
HAVE A WORLD TO
CONQUER.



I
DON'T
WANT TO
CONQUER ANY
WORLDS.



I
JUST WANT
TO GO...
HOME.



PLEASE...

... I
JUST WANT
TO GO
HOME.



NEW YORK, NEW YORK.
A CITY UNDER SIEGE.

WHERE TWO BEINGS OF AWE-
INSPIRING POWER -- THE
COSMIC ENTITY KNOWN AS THE
WATCHER AND THE CENTURIES-
OLD MUTANT WARLORD CALLED
APOCALYPSE -- STAND AND WAIT.

I
CONFESS,
URTU...
...I AM
IMPRESSED.

INDEED? BY
WHAT, APOCALYPSE?
THE PAIN AND SUFFERING
UNLEASHED BY ONSLAUGHT'S
ELECTRO-MAGNETIC VORTEX
THAT NEARLY TORE THIS
ENTIRE CITY ASUNDER?

SURELY
YOU HAVE NO
INTEREST IN THE
BEHAVIOR OF THE "MERE
HUMANS" WHO'VE COME
TOGETHER AS A
RESULT OF THIS
TRAGEDY?

INTEREST?
NO. BUT I
RESPECT THEIR
MUTUAL BID FOR
SURVIVAL.

DOOMED
AS IT IS, OF
COURSE.

BUT I
WAS REFERRING
TO CHARLES XAVIER'S
HAND IN ALL OF THIS.

I DID
NOT BELIEVE
XAVIER HAD THE
STRENGTH TO VISIT
SO MUCH DAMAGE
UPON THE
WORLD.

FOR ALL
YOUR VAUNTED
INTELLECT, EN
SABAH NUR, YOU
HAVE YET TO BEGIN
TO COMPREHEND
WHAT IS TRULY
HAPPENING
HERE.

HAVE YOU
NOT REALIZED BY
NOW THAT THIS GOES
WELL BEYOND XAVIER?
INDEED, WELL BEYOND
THE ONGOING CONFLICT
BETWEEN HIM AND
THE MAN CALLED
MAGNETO..?

A
CONFLICT THAT
SPAWNED THIS
ONSLAUGHT?

IN MANY
WAYS, THIS CREATURE
IS EXACTLY WHAT YOU'VE
ALWAYS WANTED TO
SEE -- WHAT YOU'VE
WAITED FIVE THOUSAND
YEARS TO
WITNESS.

ONSLAUGHT
IS A NEW LIFEFORM...
AS FAR AHEAD ON THE
EVOLUTIONARY SCALE
FROM HOMO SUPERIOR
AS THAT RACE IS FROM
HOMO SAPIENS.
HE IS...

HE
IS...

... THAT
WHICH WILL
SURVIVE?

OFF IN THE
DISTANCE --



-- LIES
ONSLAUGHT'S
CITADEL.

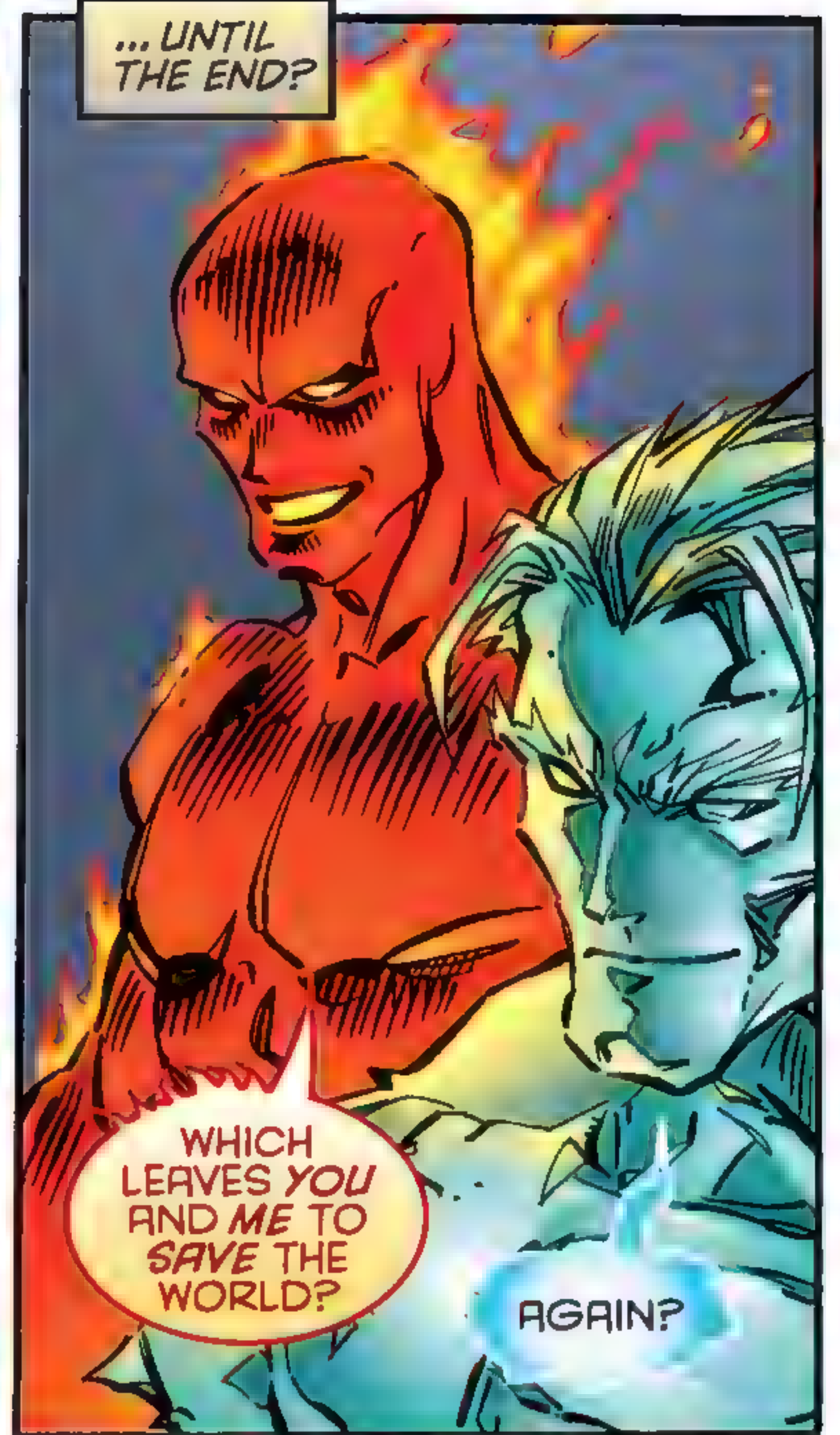
THE HUMAN TORCH OF THE FANTASTIC FOUR.

SO, WHAT'D
I MISS,
FROSTY..?

MOST
EVERYONE
ELSE HAD TO
DROP
BACK.

ICEMAN
OF THE X-MEN.

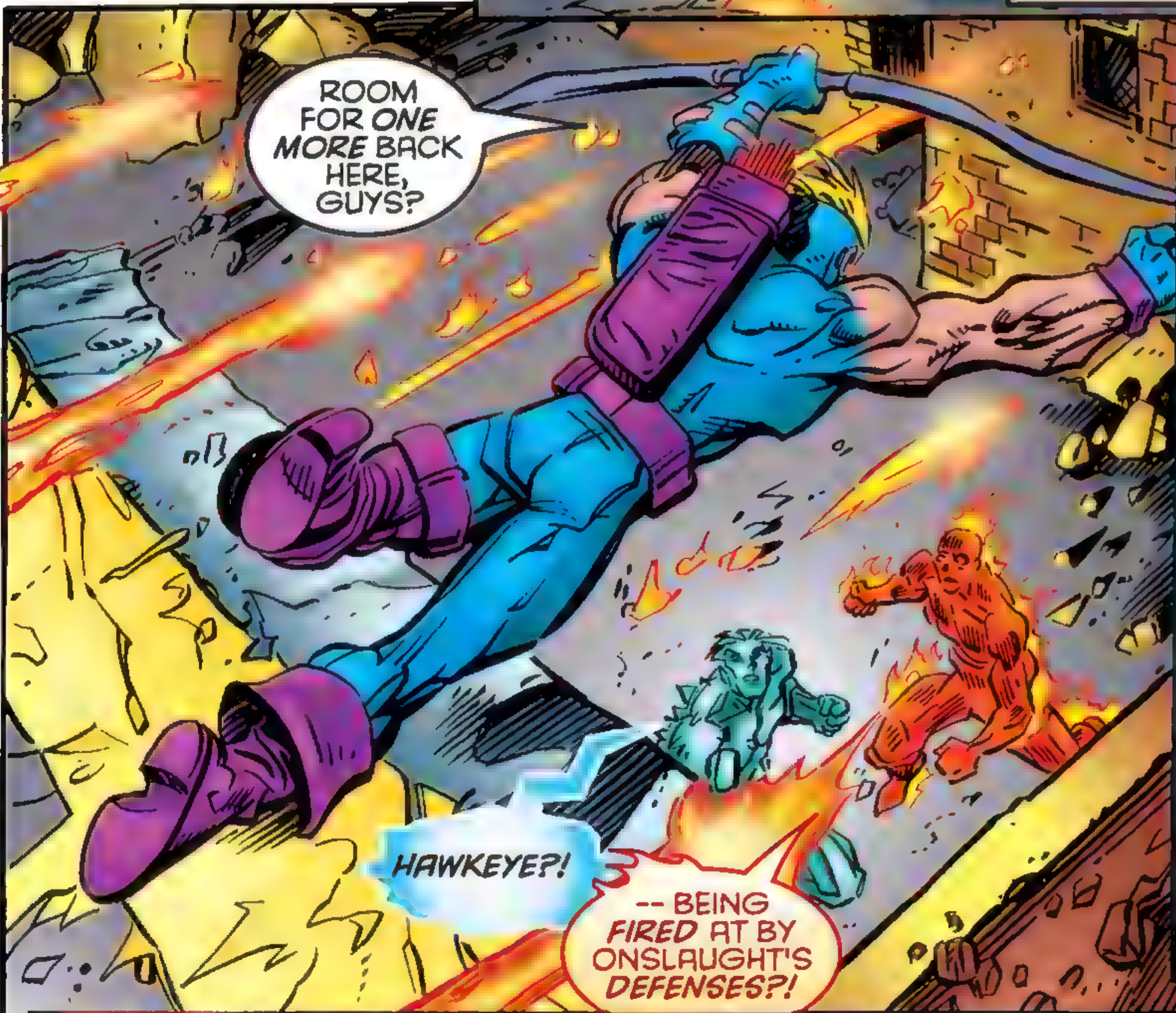
FRIENDS...



... UNTIL
THE END?

WHICH
LEAVES YOU
AND ME TO
SAVE THE
WORLD?

AGAIN?



ROOM
FOR ONE
MORE BACK
HERE,
GUYS?

HAWKEYE?!

-- BEING
FIRED AT BY
ONSLAUGHT'S
DEFENSES?!



CAN'T
BLAME A
GUY FOR
TRYING.

I APPRECIATE
THE EFFORT. I DON'T
KNOW IF YOU'RE
AWARE OF IT,
AVENGER --



-- BUT MY
NEPHEW,
FRANKLIN,
IS TRAPPED
IN THERE.



I KNOW, BUD.
WE'LL GET HIM OUT,
JOHNNY.



WANT TO
TRY AGAIN --
THE THREE OF
US?



NOT JUST YET, PEOPLE.

A SUICIDE RUN ON THE CITADEL WILL ONLY RESULT IN AN EVER-INCREASING BODY COUNT.

REED IS RIGHT. WE WANT OUR SON BACK --

-- BUT NOT AT THE COST OF INNOCENT LIVES.

PSYLOCKE, CYCLOPS, Mr. FANTASTIC AND THE INVISIBLE WOMAN?

IS THERE A REASON I'M THE ONLY AVENGER PRESENT AND ACCOUNTED FOR?

I'M STAYING.

SUE..?

I ONLY LEFT IN ORDER TO HELP THE OTHERS DURING THE PSI-STORM ONSLAUGHT UNLEASHED.

I WILL NOT ABANDON MY SON.

BUT --

YOU'RE WASTING VALUABLE TIME.

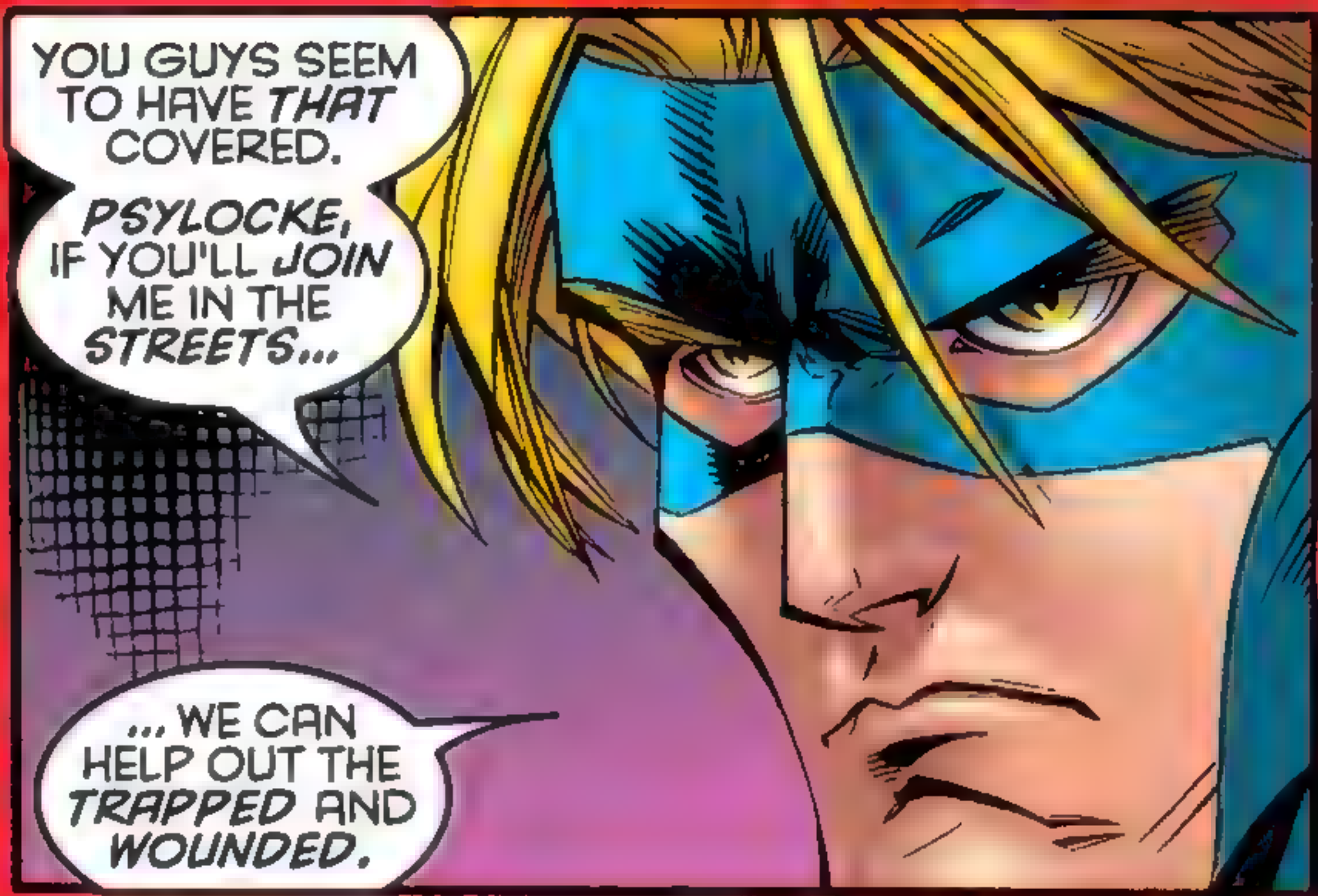


EVERYONE'S FINE, HAWKEYE.

RELATIVELY.

I CAME HERE TO GET READINGS REGARDING A THEORY I HAVE ABOUT ONSLAUGHT'S POWERS.

READINGS I'LL NEED TO GET BACK TO FOUR FREEDOMS PLAZA.



YOU GUYS SEEM TO HAVE THAT COVERED.

PSYLOCKE, IF YOU'LL JOIN ME IN THE STREETS...

... WE CAN HELP OUT THE TRAPPED AND WOUNDED.



ALONE THEY SHARE NO WORDS BETWEEN THEM.

SCOTT SUMMERS, THE "HEIR" OF PROFESSOR XAVIER.

SUSAN RICHARDS, MOTHER TO THE YOUNG MUTANT CAPTIVE WHO HOLDS THE KEY BOTH TO THEIR VICTORY...

... OR, MORE LIKELY, THEIR ULTIMATE DEFEAT.

DESPITE THEIR INDIVIDUAL POWERS, THEY CAN DO NOTHING BUT WAIT AS TWO OF THE MOST IMPORTANT PEOPLE IN THEIR LIVES --

-- ARE TRAPPED IN THE MAW OF ONSLAUGHT.



FEVERAL BLOCKS AWAY...

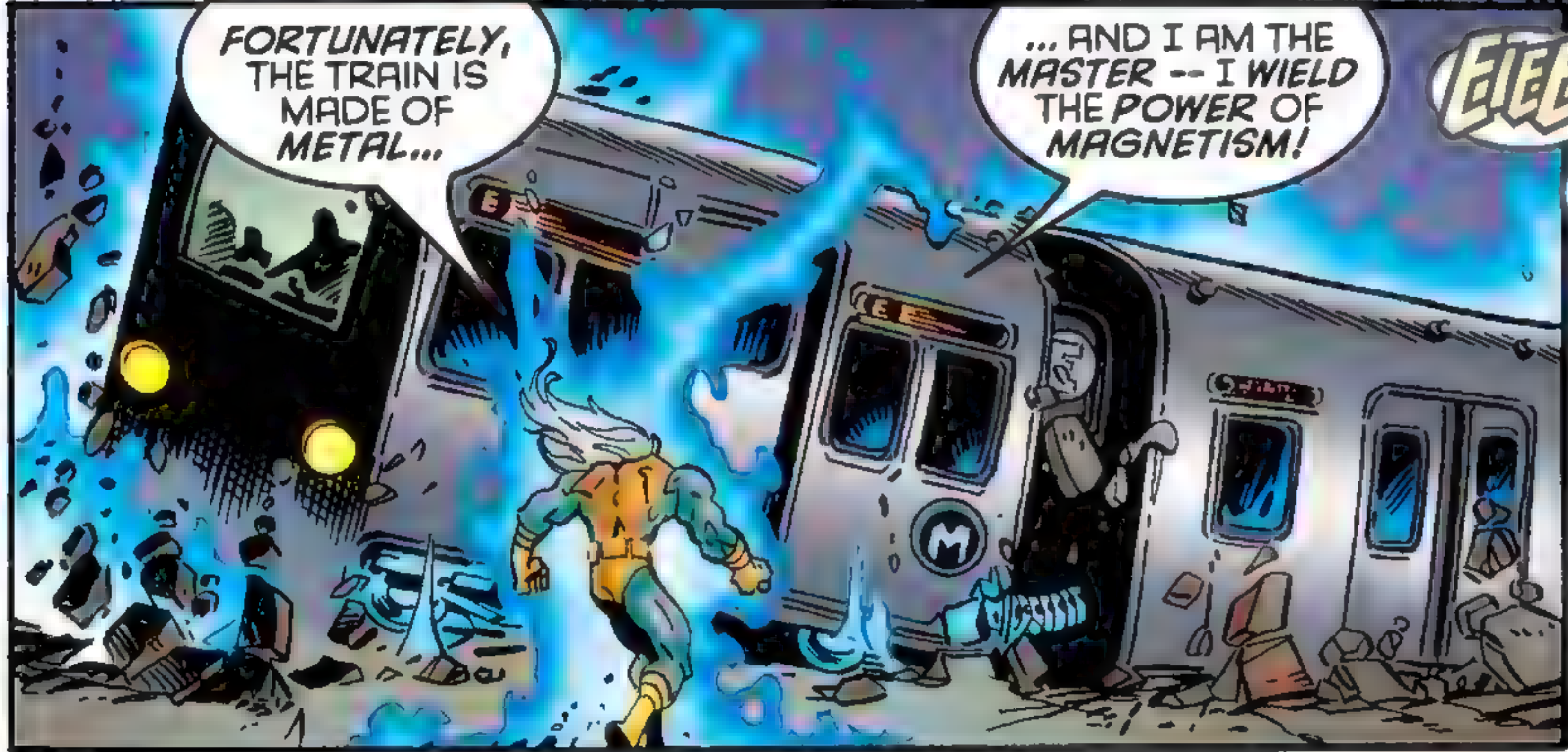
... THE MAN WHO STARTED IT ALL -- THE MUTANT ONCE CALLED MAGNETO -- IS BLISSFULLY UNAWARE OF HIS CULPABILITY IN THE MATTER OF THIS DAY'S EVENTS.

INDEED, HE HAS NO MEMORY OF HIS LIFE PRIOR TO HIS EMERGENCE FROM A SOUTH AMERICAN JUNGLE.

ALL HE KNOWS OR CARES ABOUT THIS MOMENT ARE --

THE SCREAMS!
THERE WERE PEOPLE TRAPPED IN THE SUBWAY WHEN THE POWER WENT OUT.

SEE **UNCANNY X-MEN** #327.



FORTUNATELY, THE TRAIN IS MADE OF METAL...

... AND I AM THE MASTER -- I WIELD THE POWER OF MAGNETISM!

ELEE!



MAGNETO?!

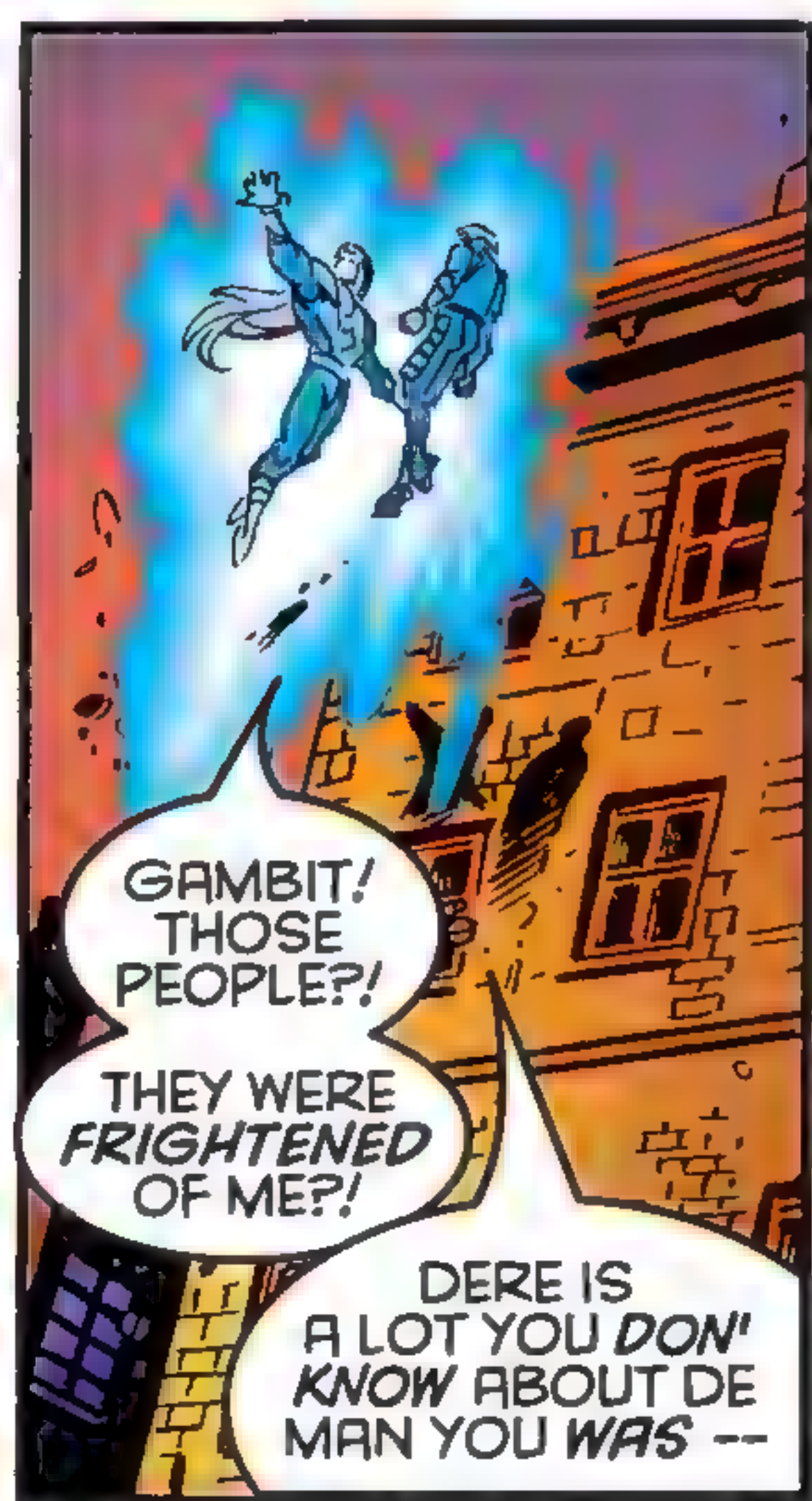
IT'S HIM!

IT'S HIS FAULT!

?!



OUT OF DE WAY, "JOSEPH"!



GAMBIT! THOSE PEOPLE?!

THEY WERE FRIGHTENED OF ME?!

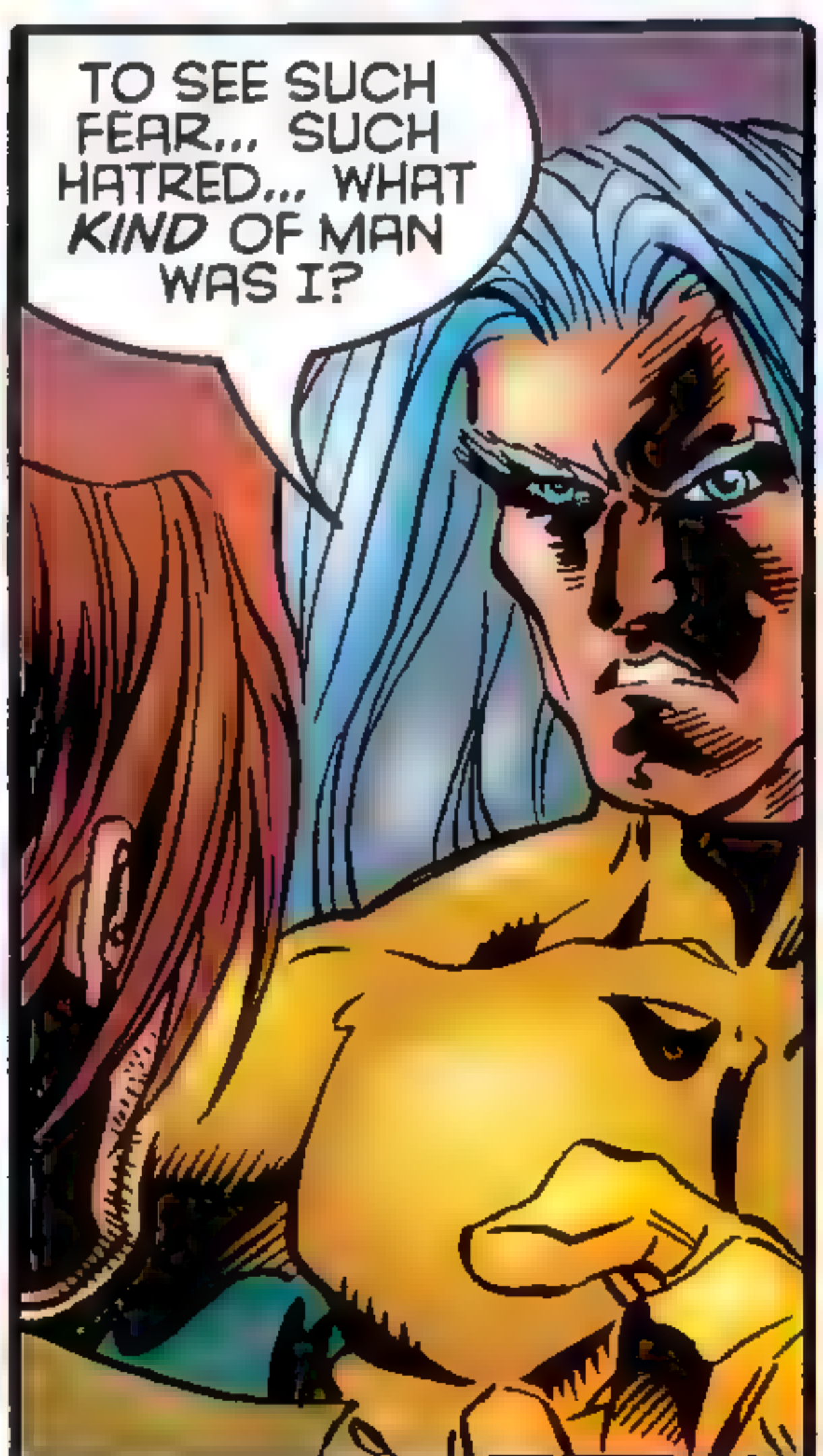
DERE IS A LOT YOU DON' KNOW ABOUT DE MAN YOU WAS --



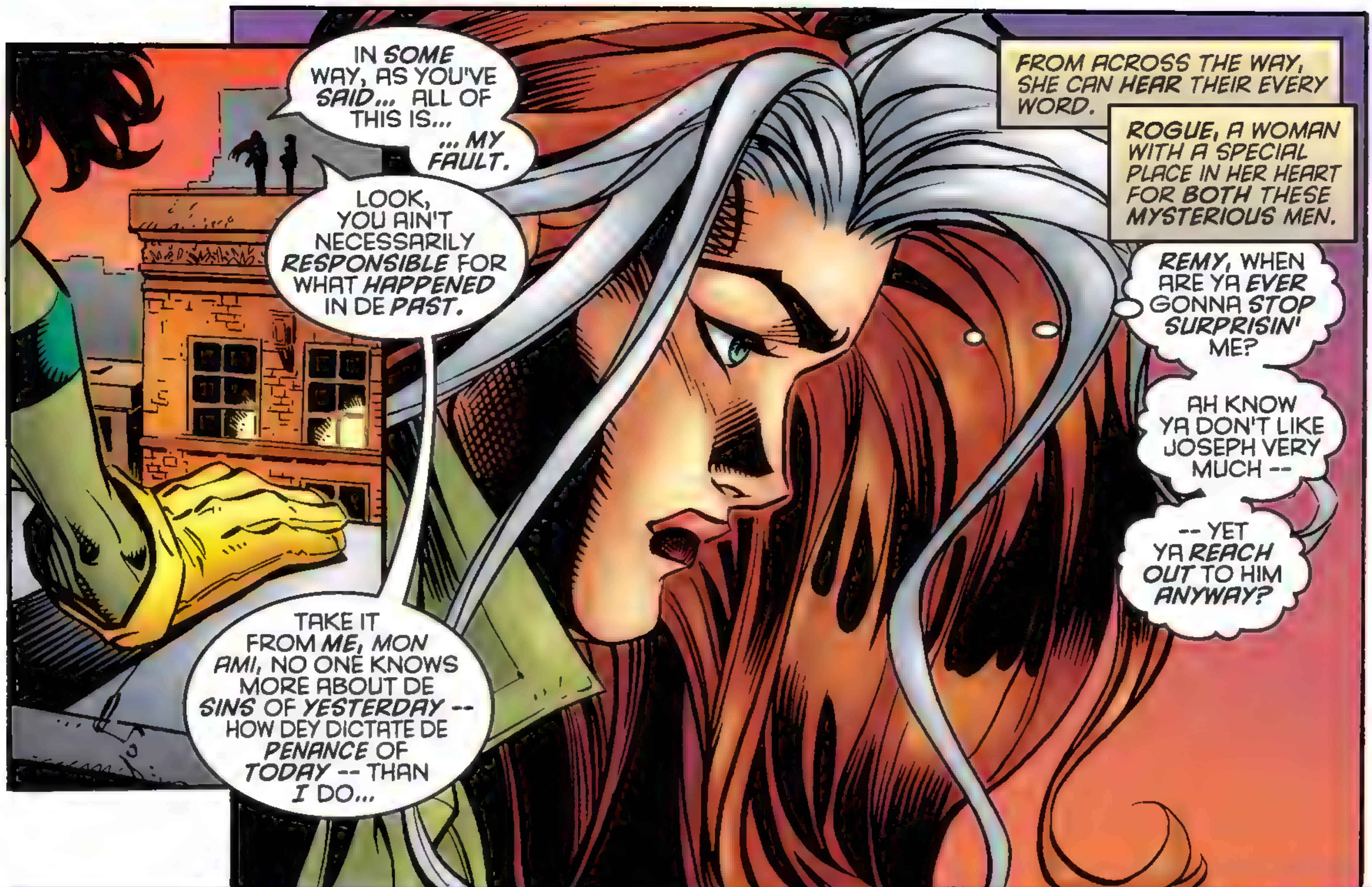
-- THE LIFE YOU LED --

'FORE YOU 'CAME WHO YOU ARE NOW.

BUT DIS AIN'T DE TIME OR DE PLACE TO...



TO SEE SUCH FEAR... SUCH HATRED... WHAT KIND OF MAN WAS I?



IN SOME WAY, AS YOU'VE SAID... ALL OF THIS IS...
... MY FAULT.

LOOK, YOU AIN'T NECESSARILY RESPONSIBLE FOR WHAT HAPPENED IN DE PAST.

TAKE IT FROM ME, MON AMI, NO ONE KNOWS MORE ABOUT DE SINS OF YESTERDAY -- HOW DEY DICTATE DE PENANCE OF TODAY -- THAN I DO...

FROM ACROSS THE WAY, SHE CAN HEAR THEIR EVERY WORD.

ROGUE, A WOMAN WITH A SPECIAL PLACE IN HER HEART FOR BOTH THESE MYSTERIOUS MEN.

REMY, WHEN ARE YA EVER GONNA STOP SURPRISIN' ME?

AH KNOW YA DON'T LIKE JOSEPH VERY MUCH --

-- YET YA REACH OUT TO HIM ANYWAY?



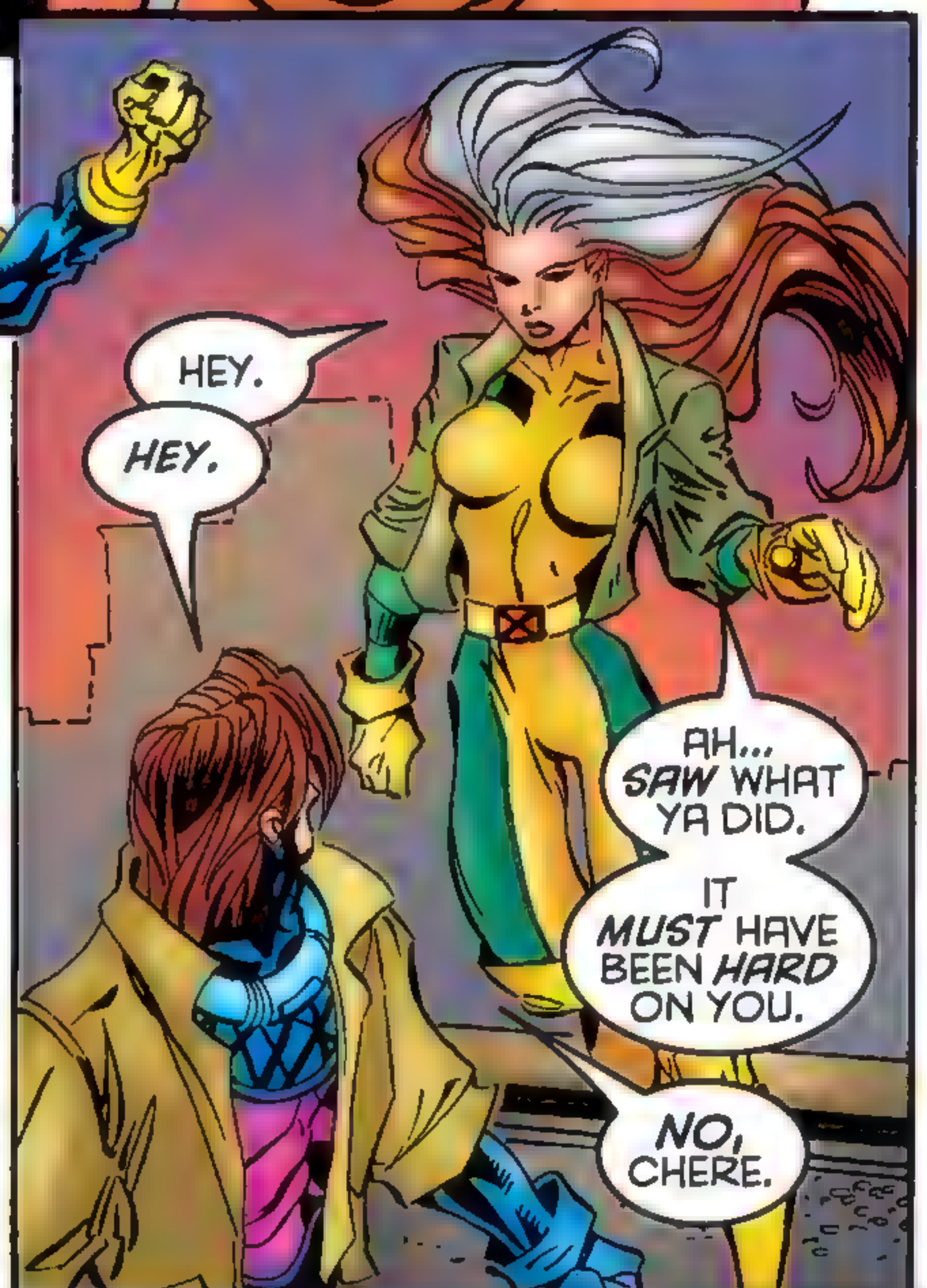
IF WHAT YOU'RE SAYING IS TRUE, GAMBIT, IT IS THEN INCUMBENT ON ME TO END THIS THREAT.

JOSEPH, NO!



YOU'LL ONLY MAKE THINGS WORSE!

HE'S JUST AS PIG-HEADED AS MAGNETO EVER WAS.



HEY.

HEY.

AH... SAW WHAT YA DID.

IT MUST HAVE BEEN HARD ON YOU.

NO, THERE.



NOT HAVING YOU IN MY LIFE...?

DAT WAS HARD.



READY?

ALWAYS.



FOUR FREEDOMS PLAZA...

... IN THE HEART OF THIS DOOMED METROPOLIS...

... SEVERAL OF EARTH'S MIGHTIEST HEROES STRUGGLE FOR THEIR LIVES IN THIS LONG CAST SHADOW OF CHAOS.



ANT-MAN AND VISION ARE RESTING COMFORTABLY FOR THE MOMENT, BISHOP.

ANY PROGNOSIS ON IRON MAN?

IT LOOKS GOOD, Dr. PYM.

HIS ARMOR SEEMS TO BE ACCEPTING WHAT LITTLE ENERGY MY MUTANT BODY HAD STORED UP.

Dr. RICHARDS.

REED, JEAN, PLEASE.

YOU CALLED ME UP HERE BECAUSE..?

... I NEED A SOUNDING BOARD OF SORTS.

I'VE BEEN OBSERVING WHAT ONSLAUGHT HAS MANAGED TO MANIFEST IN TERMS OF THE E.M. BLAST AND HIS CONTROL OVER THE SENTINELS --

-- AND HIS FAR REACHING PSIONIC POWERS. NOW, IF I COMBINE THIS WITH THE FACT HE ABDUCTED FRANKLIN...

... AND COLLATE THAT DATA WITH THE ACTS HE *SHOULDN'T* BE ABLE TO PERFORM IN THE FIRST PLACE...

... THEN...
Hmp.

THANK YOU, JEAN.

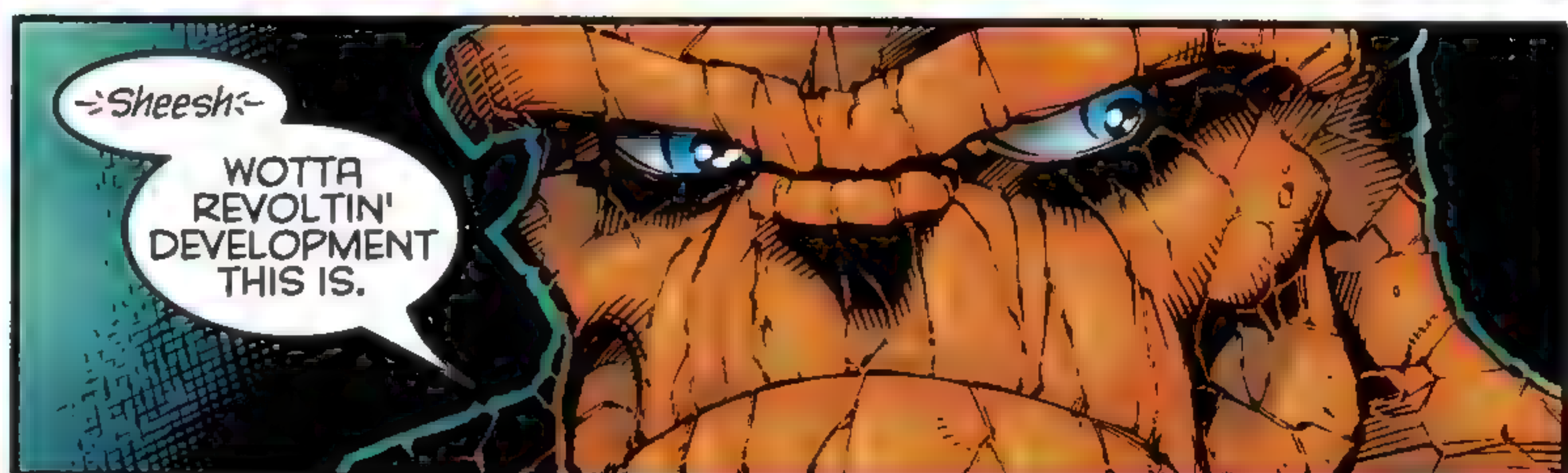
UH... NO PROBLEM, REED.

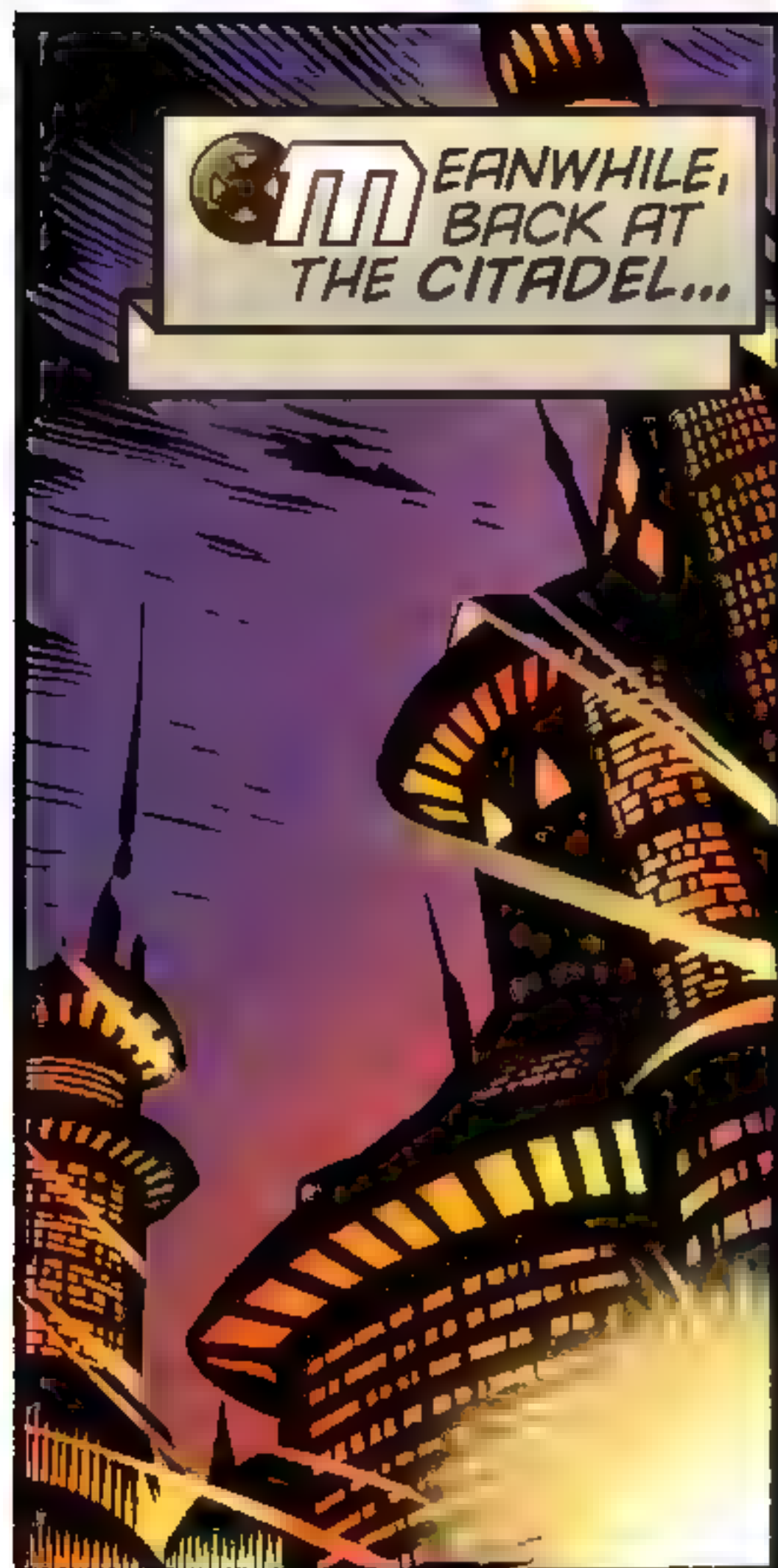
AMAZING.

IN MANY WAYS, THIS MAN IS SORT OF THE FATHER OF THE MODERN AGE HEROES.

THE FANTASTIC FOUR ARE WHAT THE X-MEN -- WHAT THE AVENGERS, FOR THAT MATTER -- ASPIRE TO BE.

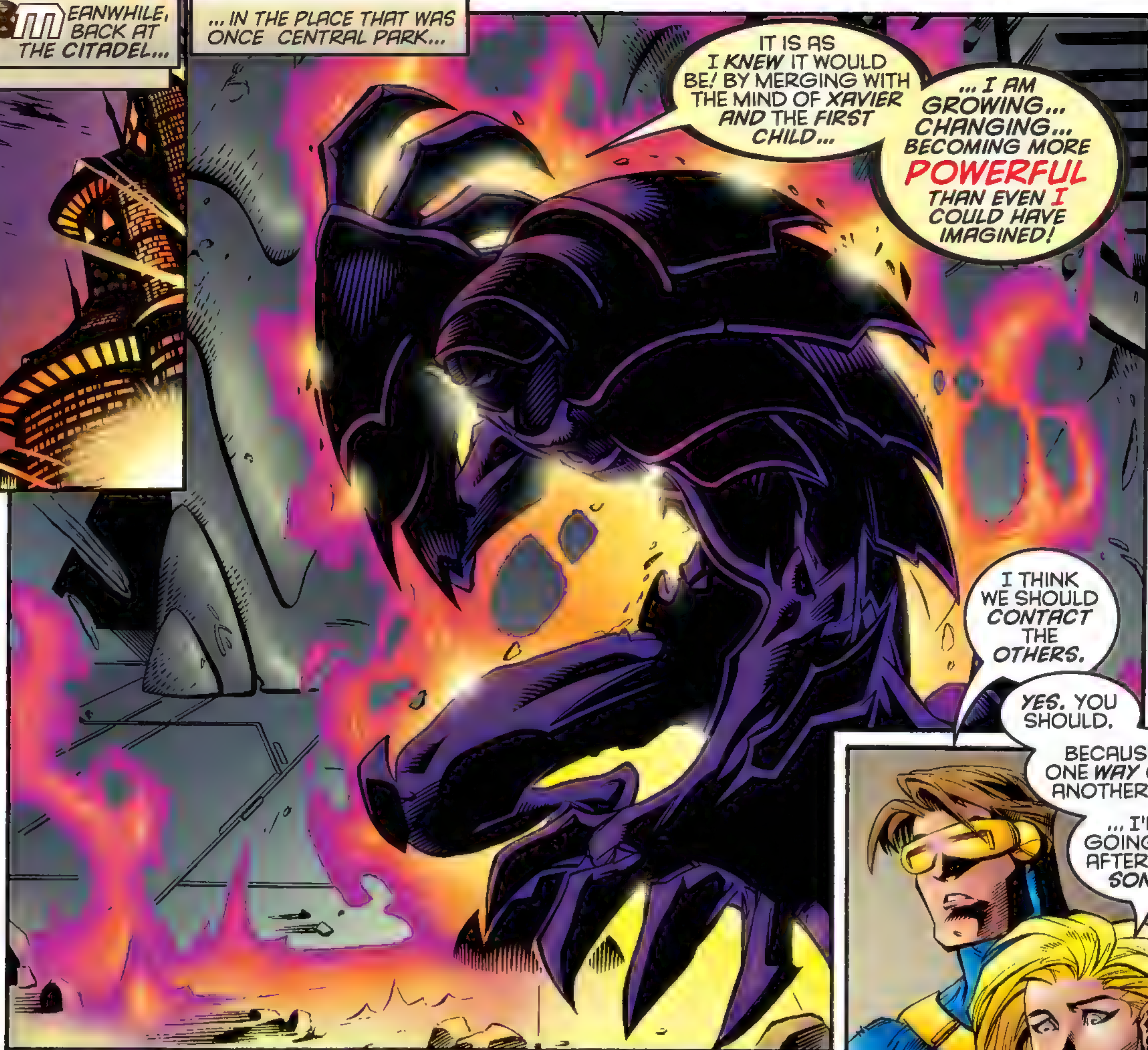
TO THINK THAT IN THE MIDST OF ALL THIS MADNESS AND PERSONAL TRAGEDY, HE MANAGES TO HOLD IT ALL TOGETHER.





MEANWHILE,
BACK AT
THE CITADEL...

... IN THE PLACE THAT WAS
ONCE CENTRAL PARK...



IT IS AS
I KNEW IT WOULD
BE! BY MERGING WITH
THE MIND OF XAVIER
AND THE FIRST
CHILD...

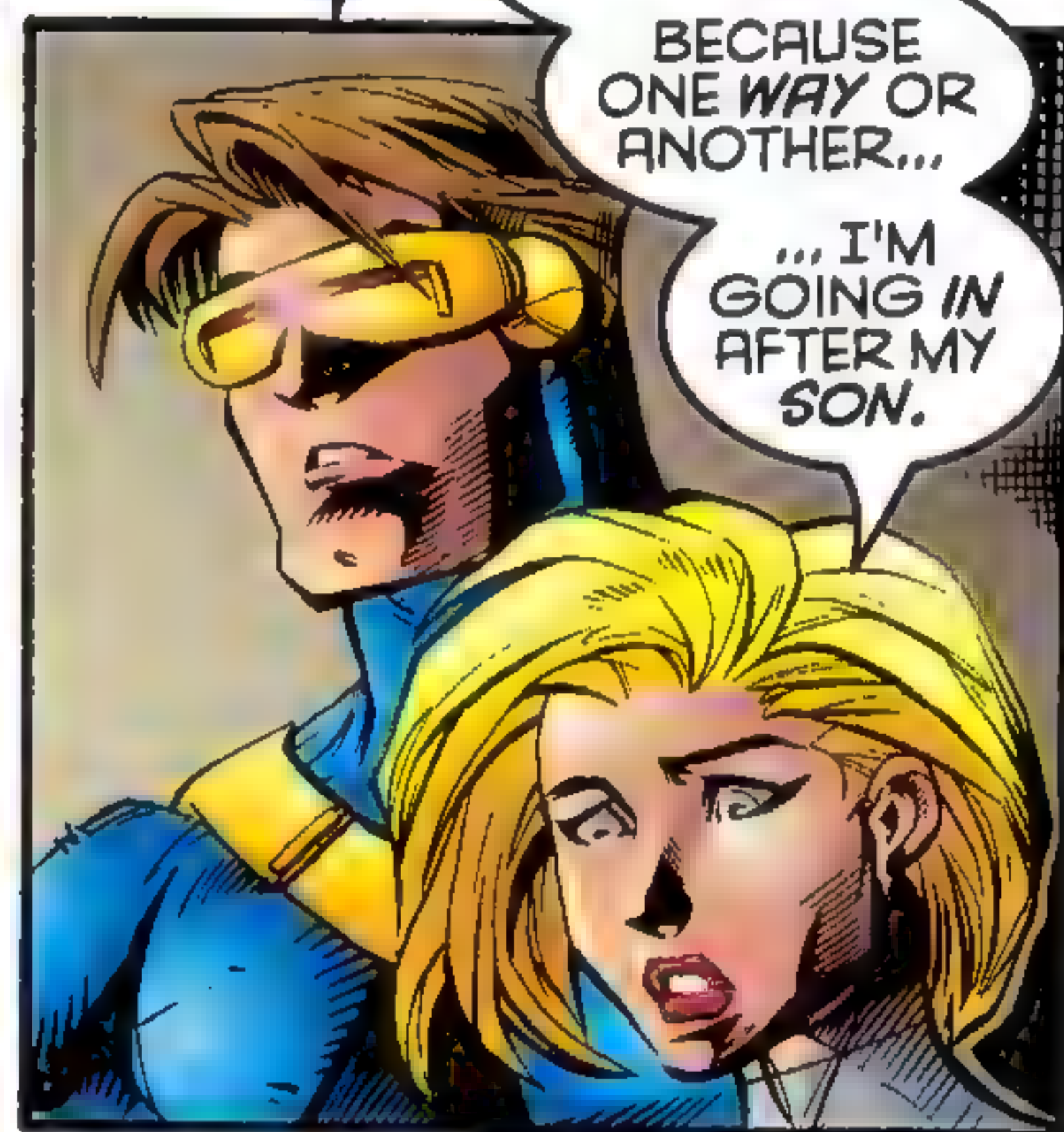
... I AM
GROWING...
CHANGING...
BECOMING MORE
POWERFUL
THAN EVEN I
COULD HAVE
IMAGINED!

I THINK
WE SHOULD
CONTACT
THE
OTHERS.

YES. YOU
SHOULD.

BECAUSE
ONE WAY OR
ANOTHER...

... I'M
GOING IN
AFTER MY
SON.



SUSAN, THE
INSTANT WE CAN
GET FRANKLIN BACK,
YOU HAVE TO REALIZE
THAT WE'LL
DO IT.

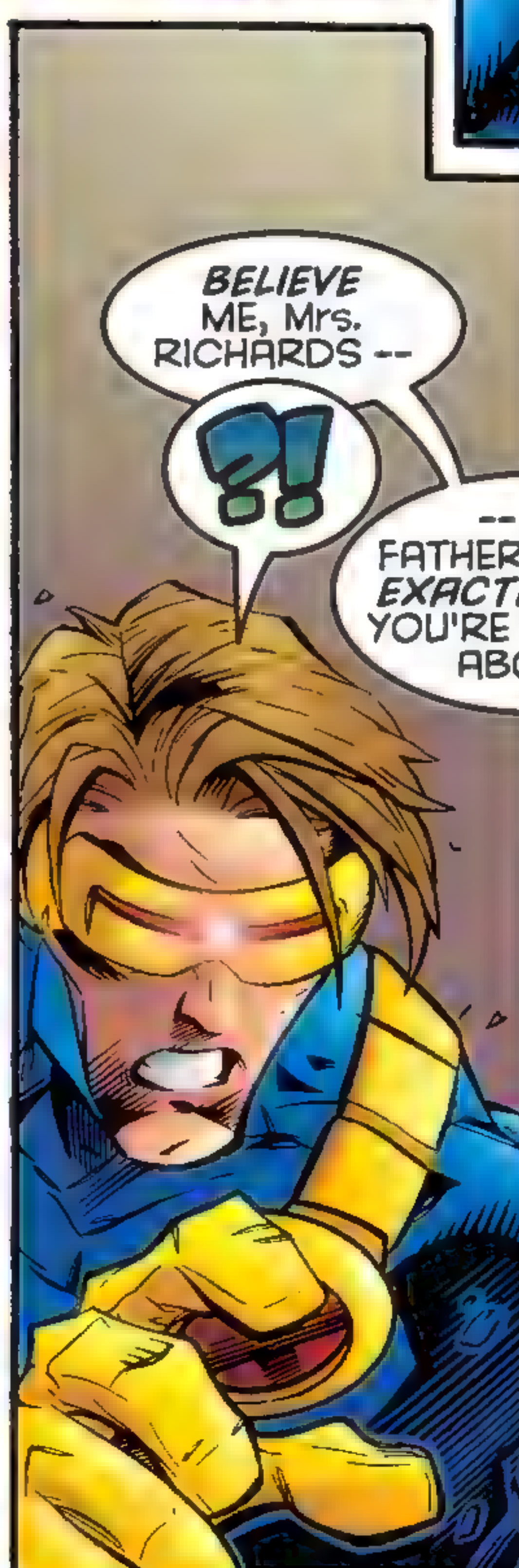
HE'S A
BRAVE KID,
HE'LL --



EXACTLY,
SCOTT -- HE'S
A CHILD.

YOU,
REED, ME...
WE'RE ALL
ADULTS!

WE
MAKE THE
DECISION EVERY
DAY TO RISK
OUR LIVES.
BUT HE...



BELIEVE
ME, Mrs.
RICHARDS --

?!

-- MY
FATHER KNOWS
EXACTLY WHAT
YOU'RE TALKING
ABOUT.



CABLE...
AND
STORM?

SOMEWHERE DEEP
WITHIN THE CORE
OF ONSLAUGHT...

... YOUNG FRANKLIN
RICHARDS HAS RUN
OUT OF WORDS.

ALL HE HAS LEFT
ARE HIS TEARS --
A SEEMINGLY
ENDLESS POOL
WHICH TRICKLE
DOWN UPON THE
STILL AND SILENT
FORM BENEATH
HIM.

TEARS WHICH
PROVE TO BE...

... ENOUGH.

SHHH...

WHU --?!
YOU'RE
AWAKE?!

YES,
FRANKLIN,
I'M...

FRANKLIN --
HOW DID YOU
GET HERE?!

I WAS
HANGING
OUT WITH MY
NEW FRIEND,
CHARLIE...

... WHEN
SOME UGLY
SCARY MAN CALLED
ONSLAUGHT
GRABBED ME AND
TOOK ME --

SEE FANTASTIC FOUR #415

DEAR GOD -- DOES THIS MONSTER
KNOW NO BOUNDS?!

FRANKLIN,
DO YOU TRUST
ME?

YOU'RE
MOMMY AND
DADDY'S
FRIEND.

'COURSE
I TRUST
YOU.

THIS
"ONSLAUGHT" IS
A VERY BAD MAN.
HE'S GOING TO TRY
TO GET YOU TO
HELP HIM.

NO
MATTER WHAT
HE SAYS, NO MATTER
WHAT HE DOES, YOU
HAVE TO FIGHT
HIM! DO YOU
UNDERSTAND?

OKAY.
BUT
HOW?



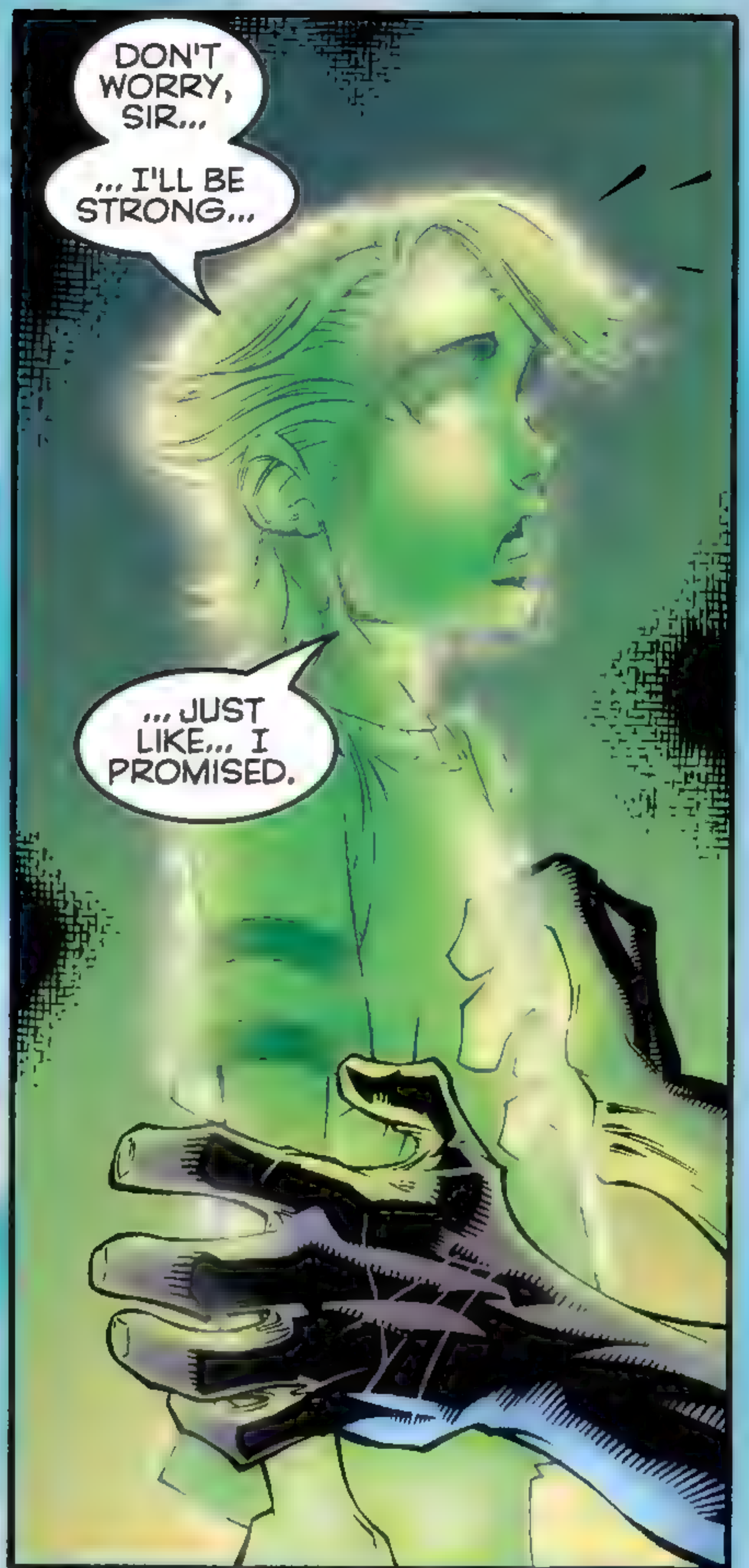
SIMPLY
PUT, CHILD:
YOU
DON'T.

DON'T YOU
REALIZE, XAVIER,
HOW POWERLESS
YOU ARE BEFORE
ME?

GRANTED,
I NEEDED YOU...
YOU, A CRUCIBLE OF
CONFLICTING EMOTIONS
AND UNTAPPED POWER
THAT BIRTHED
ME.

BUT AS
YOU CAN SEE --
I HAVE GROWN FAR,
FAR BEYOND
THAT!

I
ALREADY
HAVE
THE CHILD!



DON'T
WORRY,
SIR...

... I'LL BE
STRONG...

... JUST
LIKE... I
PROMISED.



YOU... **MONSTER!** MAY THE
HEAVENS FORGIVE ME, I
CREATED YOU -- AND SO
HELP ME, I'LL FIND A WAY TO
DESTROY
YOU!

HOW
WILL YOU DO
THAT...

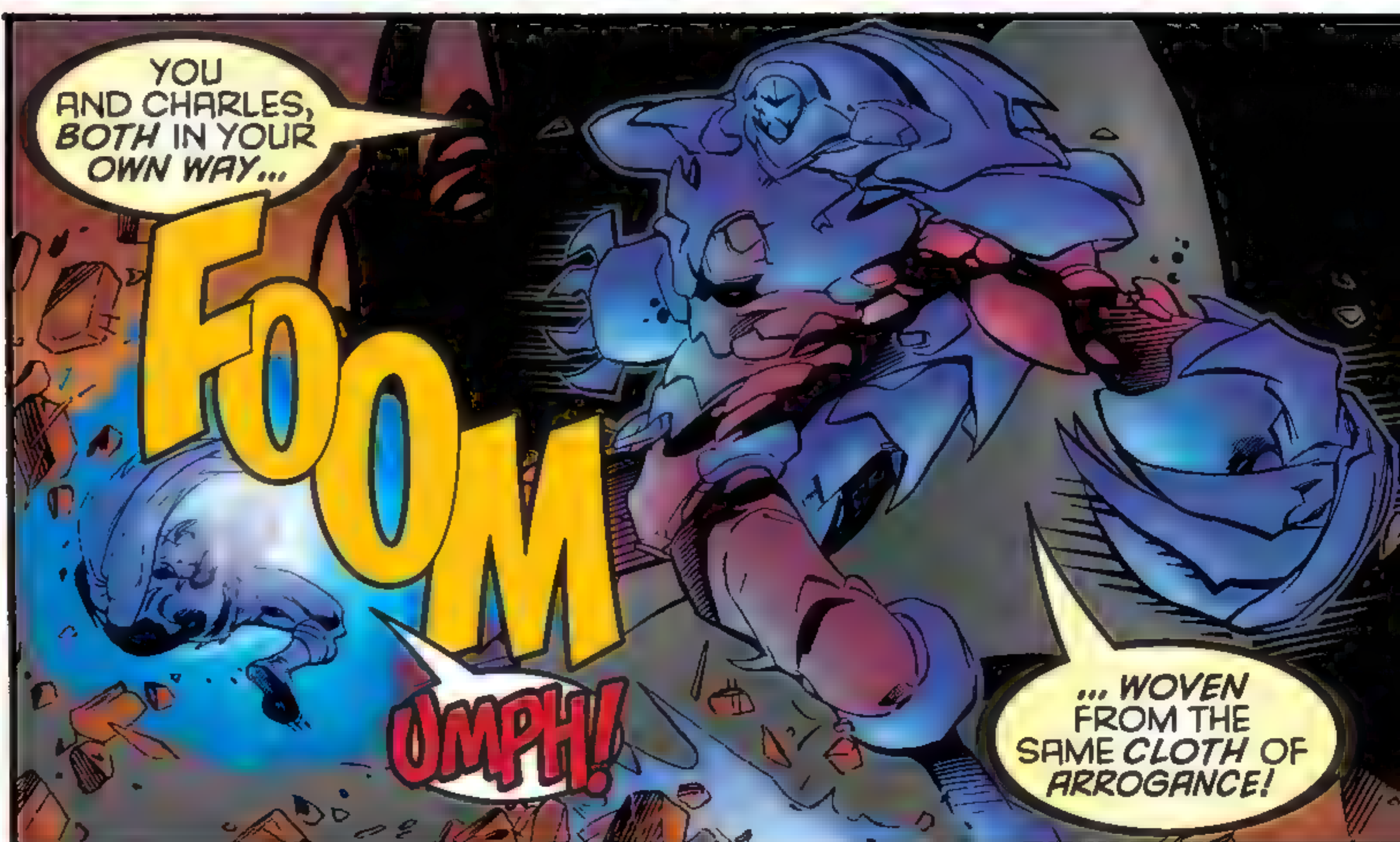
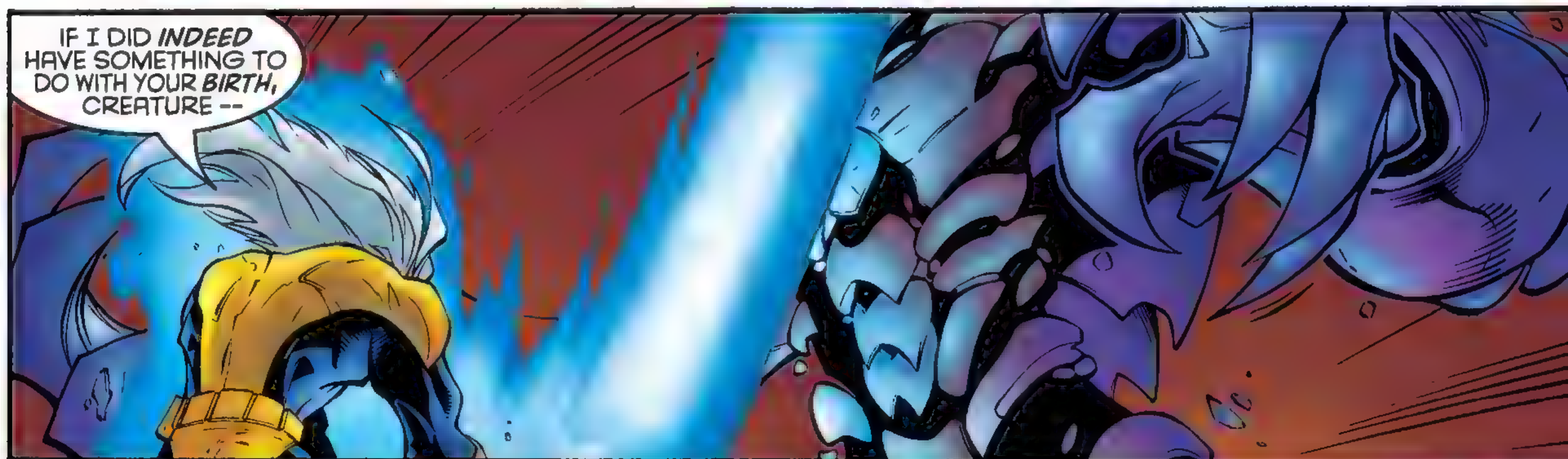


... WITHOUT
YOUR VAUNTED
MENTAL
POWERS?

WHA--
WHAT DO YOU
MEAN?

YOU'RE
BRIGHT, CHARLES.
YOU'LL FIGURE
IT OUT.

SUDDENLY THE SOUND
OF HIS LAUGHTER IS
DROWNED OUT BY THE
ROAR OF AN ASSAULT
FROM...







FAZAKT

?!

THAT
MAGNETIC
FLARE --?

WHERE
DID IT COME
FROM..?

THAT
WAS ME,
PSIONICALLY
TWEAKING
YOUR
POWER.

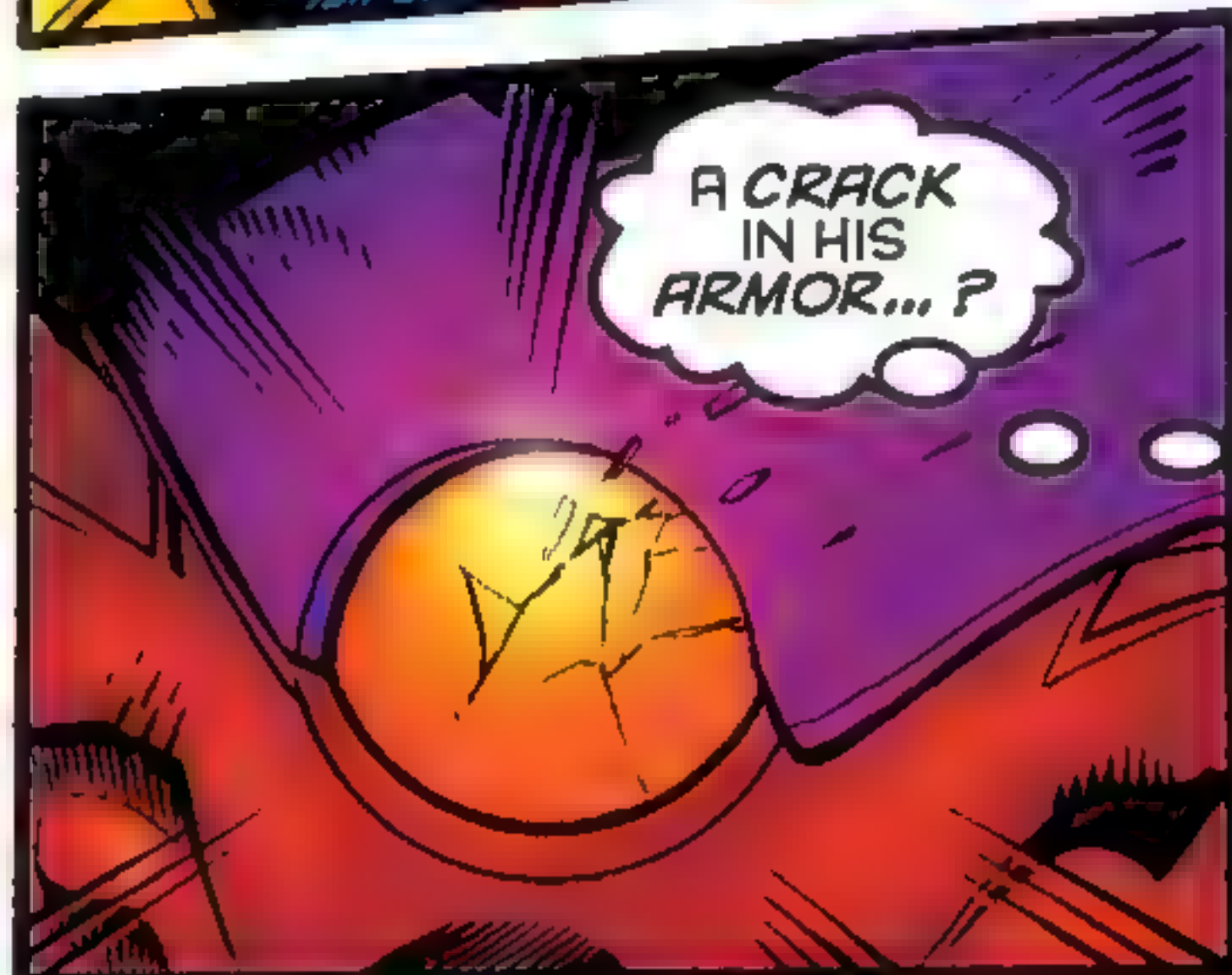
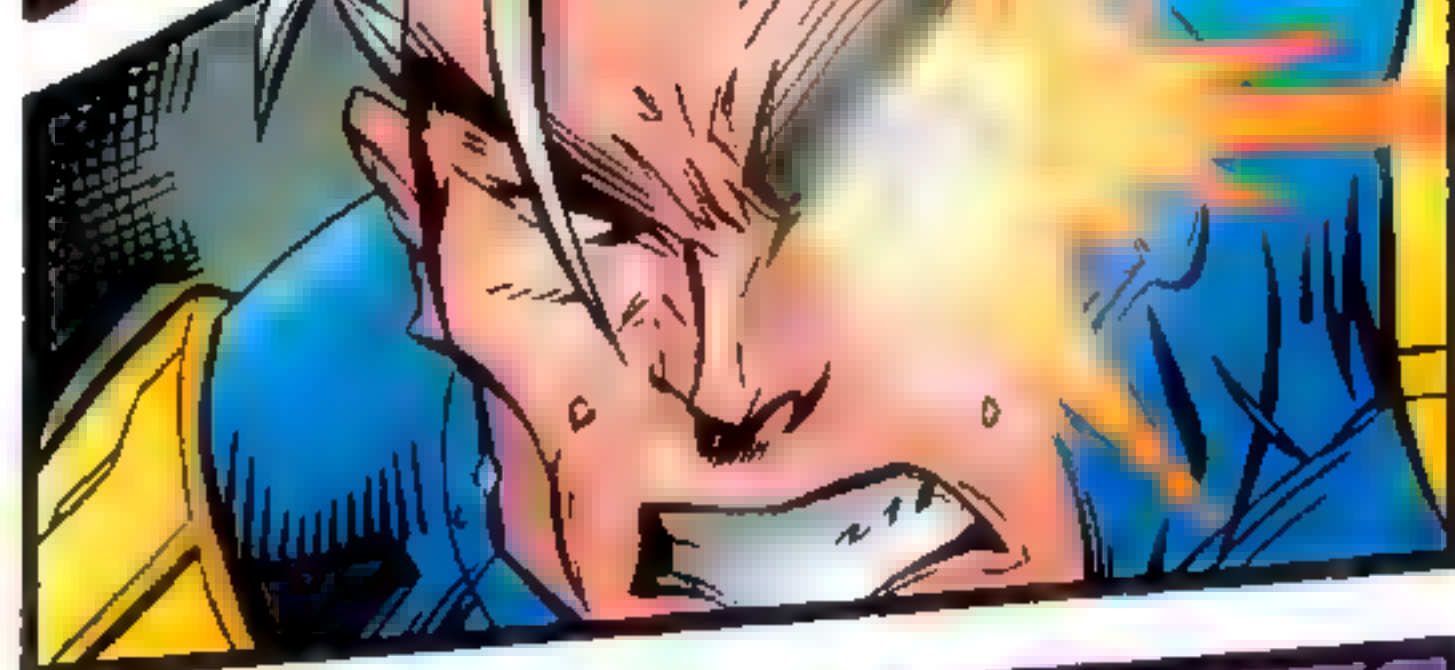
HOPE
YOU *DON'T*
MIND.



ACTUALLY...

...I
DO.

TOUGH.



A CRACK
IN HIS
ARMOR... ?



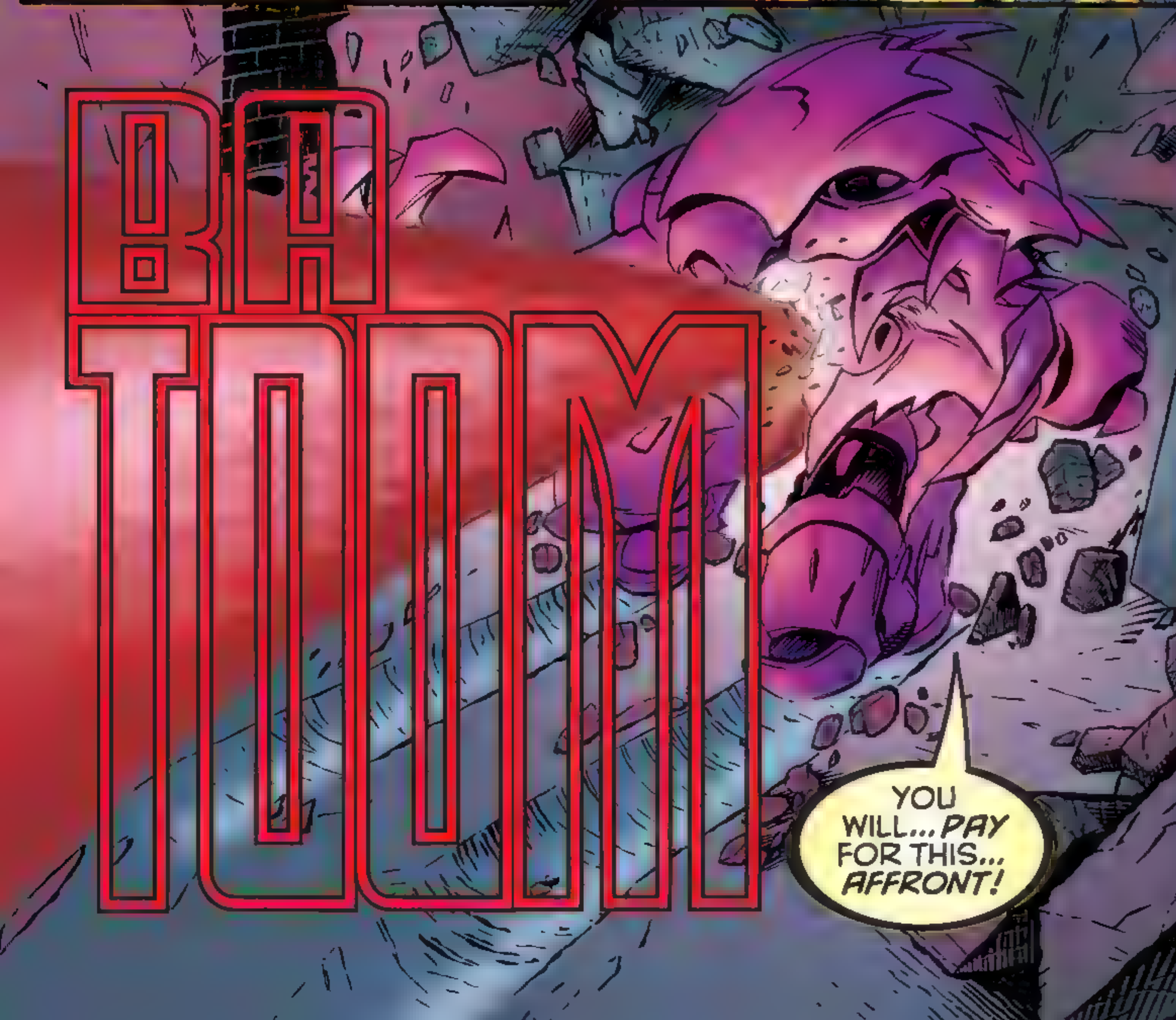
... MEANS
IT'S NOW OR
NEVER!

YANK

DROP
BACK.
EVERYONE!



ZARKT



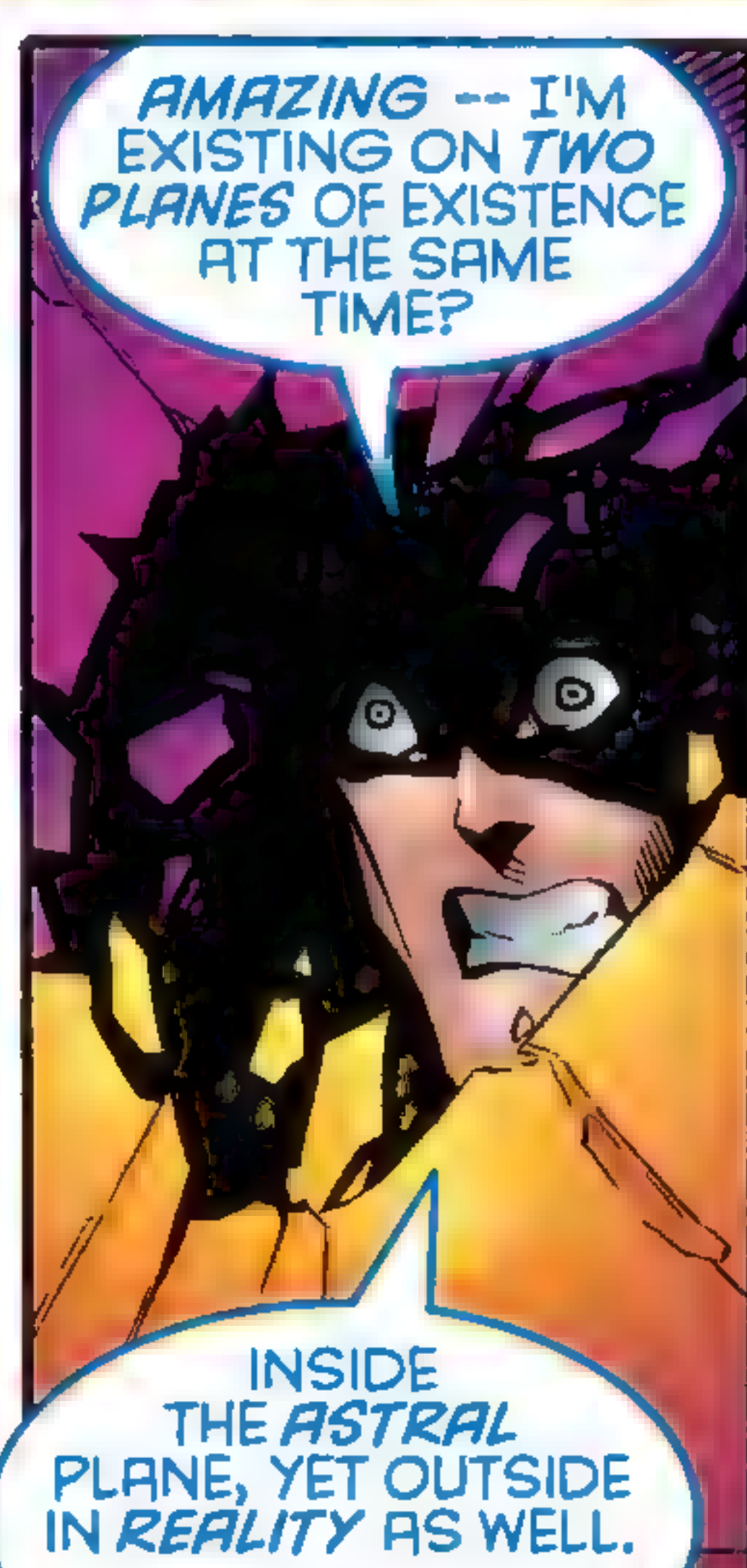
**BRAM
TUM**

YOU
WILL... PAY
FOR THIS...
AFFRONT!



CYCLOPS'S
OPTIC BLAST
CREATED MORE
DAMAGE --

-- MY
INVISIBLE
FORCE FIELD
CAN PRY THE
OPENING
WIDER!



AMAZING -- I'M
EXISTING ON TWO
PLANES OF EXISTENCE
AT THE SAME
TIME?

INSIDE
THE *ASTRAL*
PLANE, YET OUTSIDE
IN *REALITY* AS WELL.



IS THERE
NOTHING
BEYOND THE
SCOPE OF HIS
POWER?



ARE
YOU...

... FINISHED?

I DON'T
KNOW.

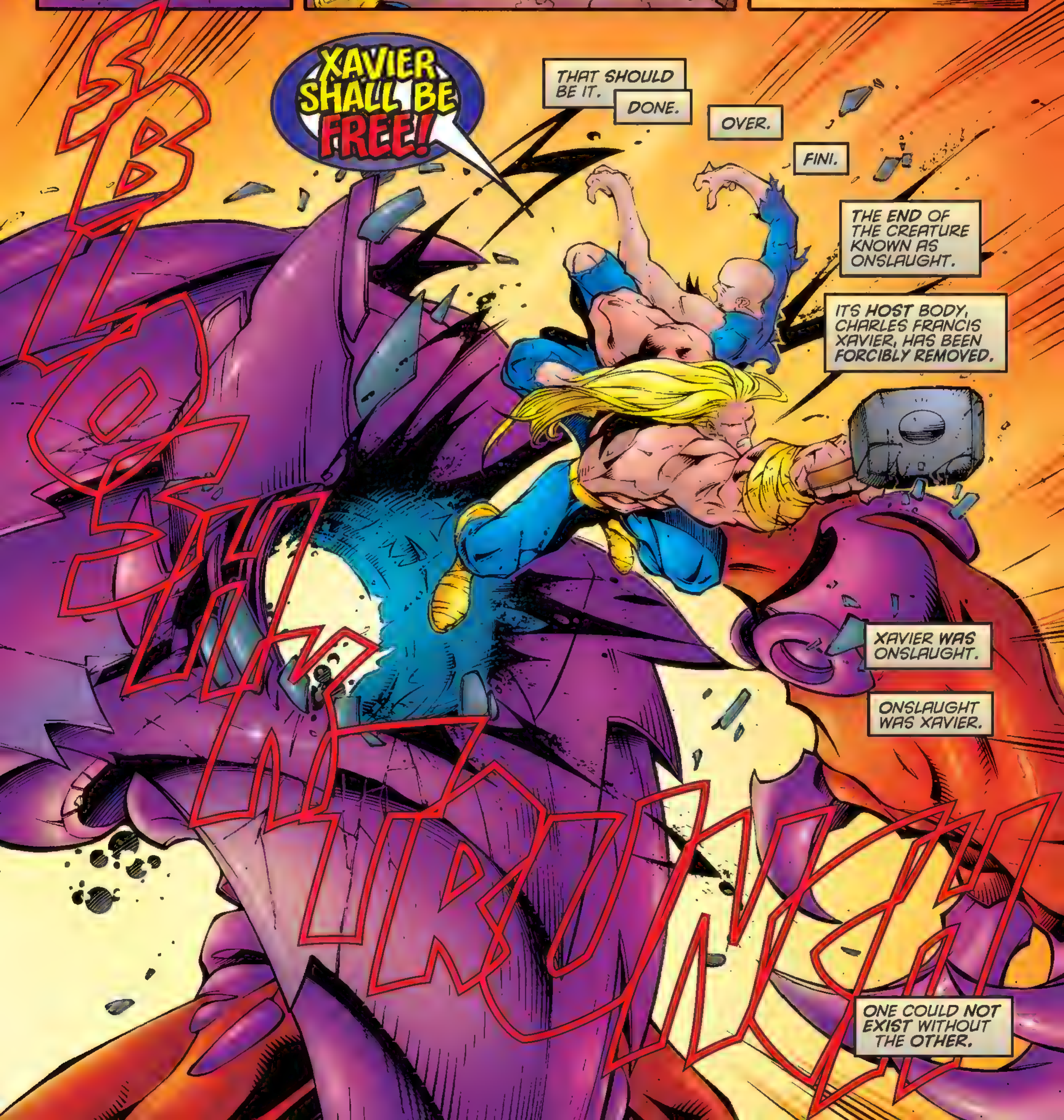
THOR,
ARE WE
FINISHED?



I SAY THEE
NAV!

FOR
ODIN!

FOR
ASGARD!



**XAVIER
SHALL BE
FREE!**

THAT SHOULD
BE IT.
DONE.

OVER.

FINI.

THE END OF
THE CREATURE
KNOWN AS
ONSLAUGHT.

ITS HOST BODY,
CHARLES FRANCIS
XAVIER, HAS BEEN
FORCIBLY REMOVED.

XAVIER WAS
ONSLAUGHT.

ONSLAUGHT
WAS XAVIER.

ONE COULD NOT
EXIST WITHOUT
THE OTHER.

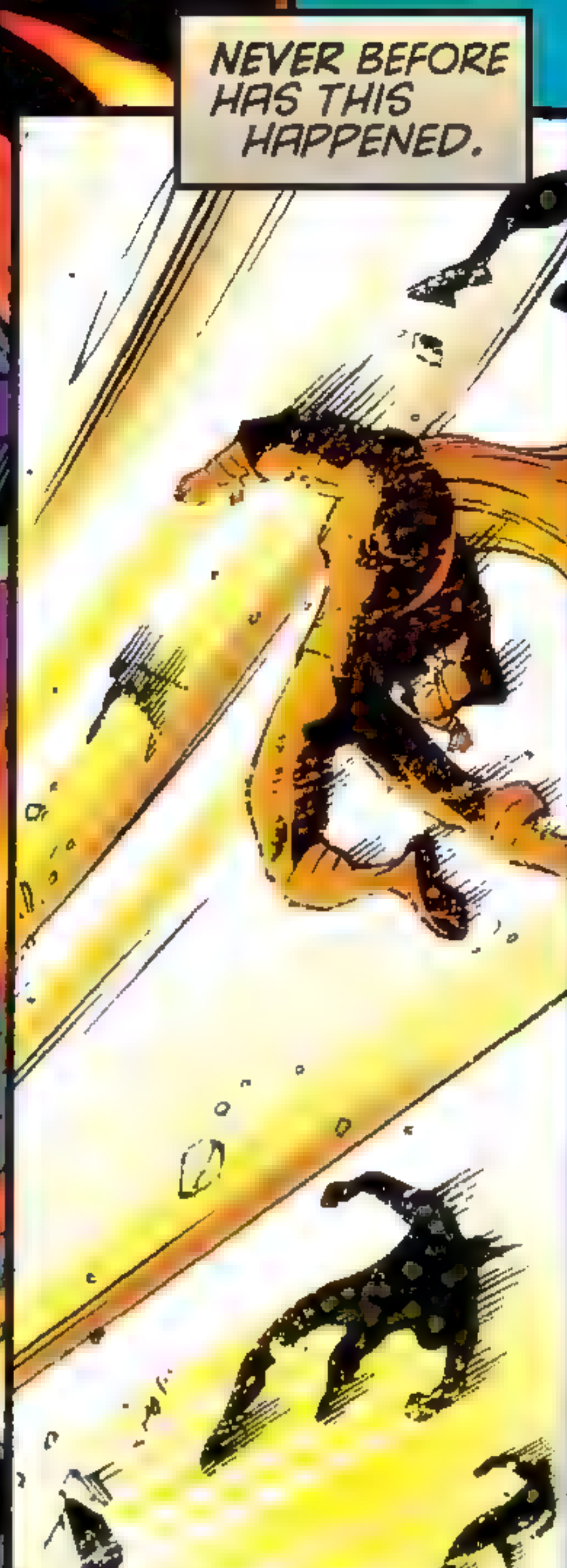


WRONG.

AT
LAST...

...FREEDOM!

NOW...
BEHOLD MY
MIGHTY
HAND!



NEVER BEFORE
HAS THIS
HAPPENED.

THE MERGING OF
XAVIER'S UNCHECKED
PSIONIC ABILITIES...

... MAGNETO'S FURY AND
RAGE AND CONTROL OVER THE
ELECTRO-MAGNETIC SPECTRUM
WHICH CLOAKS THE EARTH...

... AND THE UNTAINTED
AND UNTAMED POWER
OF FRANKLIN RICHARDS
WHICH IS TO RESHAPE
REALITY WITH SOMETHING
LESS THAN A THOUGHT...

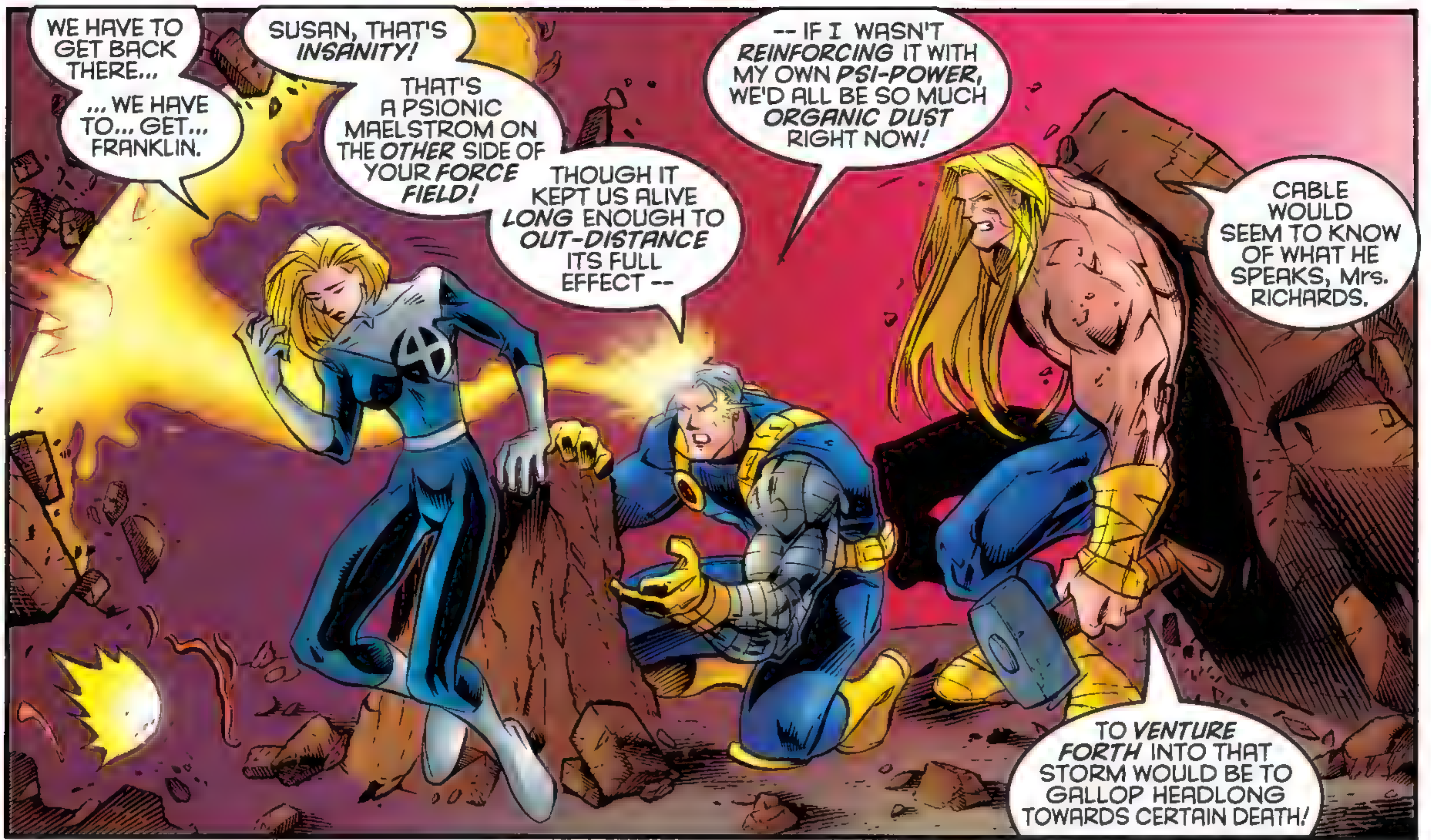
... ARE ALL COMBINED
INTO A SINGLE
UNSPEAKABLE
ACT.

AND WHILE, MERCIFULLY,
THE CITY BLOCKS AROUND
CENTRAL PARK WERE
EVACUATED SOON AFTER
ONSLAUGHT'S CITADEL
FIRST APPEARED THERE --

-- THIS ALMOST CARELESS
DISPLAY OF HIS CAPACITY
FOR DESTRUCTION...

... IS NOT WITHOUT
CASUALTIES.



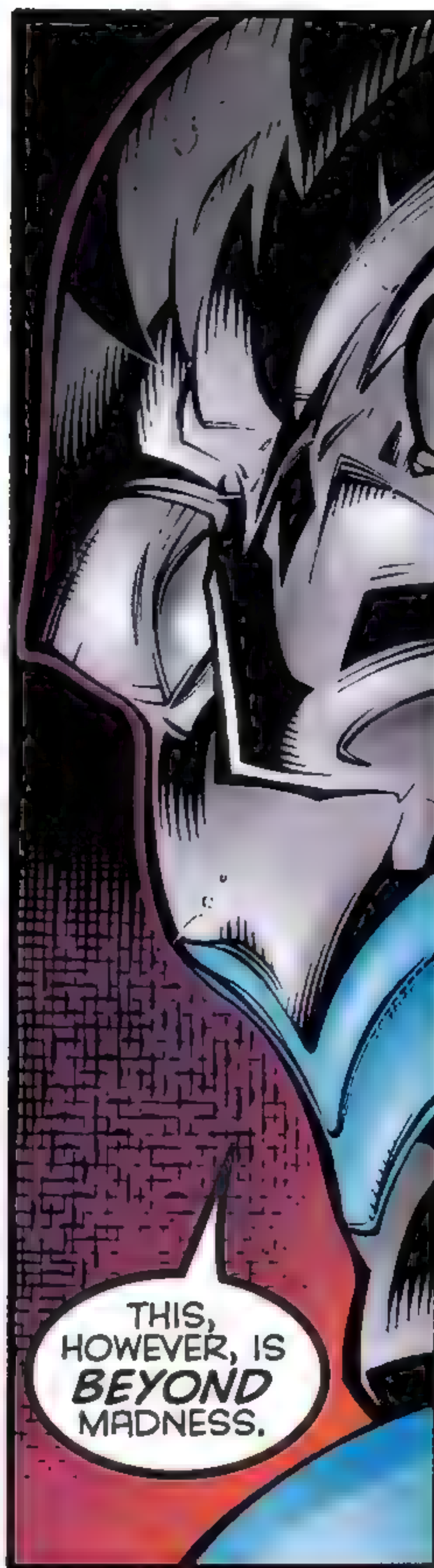




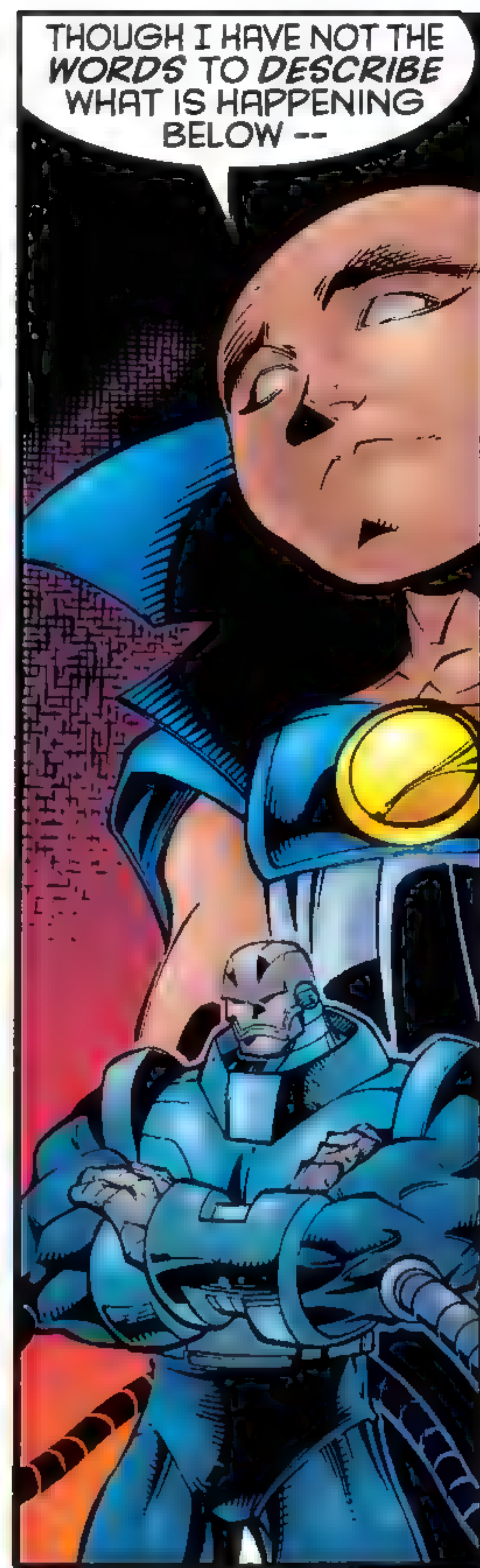
NEARBY.

THERE IS
ANGER AND
RAGE.

THEN,
THERE IS
MADNESS.



THIS,
HOWEVER, IS
BEYOND
MADNESS.



THOUGH I HAVE NOT THE
WORDS TO DESCRIBE
WHAT IS HAPPENING
BELOW --



-- I FEAR
WITH ALL MY
SOUL...
... WHATEVER
THIS CREATURE
CALLED
ONSLAUGHT HAS
BECOME...
... HE NOW
PRESENTS A
GREATER
THREAT THAN
EVER.



FOR
THE **FIRST** TIME
IN TWO MILLENIA --
YOU AND I AGREE,
UATU.
BUT
WHAT IS TO
BE DONE?



I BELIEVE
YOU ALREADY
KNOW THE
ANSWER...

TO BE CONTINUED IN CABLE #35!

MARVEL
COMICS



X-MEN

SEP '96 35

WOLFGANG

PHASE 2

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WOLFGANG

SPECIAL
HEROES REBORN
UPDATE INSIDE!



ETERNAL WARRIORS

THE
END.

NEW YORK
CITY.

I AM
CALLED **THE
WATCHER.**

AND
WHILE MY
RACE IS **FORBIDDEN**
TO INTERFERE, I
ALONE HAVE TAKEN A
SPECIAL INTEREST
IN THIS PLANET...
AND HER
PEOPLES.

FOR IN
THE MIDST OF
GREAT ADVERSITY,
THEY HAVE ALWAYS HAD
WITHIN THEMSELVES
A CAPACITY FOR
HOPE...

... AND
THAT **FAITH** HAS
BEEN REWARDED
BY A UNIQUE AND
SELFLESS
FEW.

HEROES,
ONE AND ALL,
WHO LIVED IN A TIME
THAT WILL BE KNOWN
AS **THE AGE OF
WONDERS.**

AN AGE
WHICH, I FEAR,
IS ABOUT TO
END.

FOR THE
MAN WHO ONCE
PERSONIFIED THAT
INDOMITABLE BELIEF IN
A BETTER TOMORROW --
CHARLES XAVIER --
HAS BEEN **CORRUPTED**
BY HIS BASER
INSTINCTS.

AND WITH
THE MOST POWERFUL
MUTANT MIND ON THE
PLANET, HE HAS BECOME
THE HERALD OF
ARMAGEDDON...

... CALLED

ONSLAUGHT

STREET LEVEL.
NOW.

MRS.
RICHARDS!

SUSAN,
LISTEN TO ME!
WE ARE IN THE EYE
OF A PSIONIC
HURRICANE.

I DON'T
KNOW HOW
MUCH LONGER --
EVEN BETWEEN MY
TELEKINESIS AND
YOUR INVISIBLE
SHIELDS -- WE
CAN HOLD
OUT HERE.

BEEN
--UHHN-- HAVING
A TOUGH ENOUGH
TIME WITH MY
POWERS
LATELY...

... THIS
TELEPATHIC
STORM ISN'T
HELPING
ANY!

I SUGGEST
WE FIND THE
OTHERS
AND...

NO!

CABLE,
IF YOU WANT TO
GO AND HELP THE
OTHER HEROES,
THEN GO.

BUT
ONSLAUGHT
HAS MY SON
SOMEWHERE
IN THIS
CITADEL.

RIGHT
NOW, I DON'T
EVEN CARE WHAT
SICK USE HE HAS
PLANNED FOR
FRANKLIN.

MAYBE
YOU DON'T
KNOW WHAT IT
IS TO BE A
PARENT --

-- BUT
IF THERE'S
A CHANCE
IN A MILLION
THAT I CAN
GET MY BOY
BACK --

-- THEN
I'LL TAKE THAT
CHANCE.

SHE IS SUSAN RICHARDS, ALSO
CALLED THE INVISIBLE WOMAN --
HEART AND SOUL OF THE COSMIC
QUARTET OF ADVENTURERS WHO
USHERED IN THIS AGE OF WONDERS...

BY HER SIDE, A WARRIOR FROM
A TIME YET TO COME... A TIME
THAT, UNLESS THE TYRANNY OF
THE ONE CALLED ONSLAUGHT
IS DEFEATED, MAY NEVER COME.

HE IS NATHAN DAYSpring
SUMMERS, AND HE HAS A
DESTINY HE HAS NOT YET
FULFILLED...

... AS THE MAN CALLED
CABLE, HE IS HERE IN
THIS ERA SEARCHING
FOR A WAY TO PREVENT
THE RISE TO POWER OF
A MILLENNIA-OLD EVIL.

ONE WHOSE
AGE MAY HAVE
JUST BEGUN...

STAN LEE PRESENTS:

IT IS ALWAYS DARKEST...

JEPH LOEB IAN CHURCHILL SCOTTHANNAARTTHIBERT
WRITER PENCILER INKERS

RICHARD STARKINGS & COMICRAFT MARK POWERS EDITOR
LETTERING
MIKE THOMAS MALIBU BOB HARRAS EDITOR IN CHIEF
COLORS ENHANCEMENT



UNFORTUNATELY,
I KNOW ALL TOO WELL
ABOUT LOSING
FAMILY.

CABLE,
WE DON'T KNOW
EACH OTHER VERY
WELL -- BUT ARE YOU
OKAY?

I... I
=UNNH=
DON'T
KNOW.

I HAVE ...
A VIRUS... A
TECHNO-ORGANIC
VIRUS... AND I
USUALLY CAN BRING
THE BLASTED THING
UNDER CONTROL
MENTALLY.

WHEN
THIS IS OVER,
MAYBE MY HUSBAND
REED CAN BE OF
HELP TO YOU.

"WHEN
THIS IS
OVER."

I...
ADMIRE YOUR
OPTIMISM.

I NEVER THOUGHT
ABOUT IT, BUT YOUR
SON AND I SHARE
A UNIQUE
DESTINY.

WE'RE BOTH
THE SON OF
HEROES... AND
WE'VE BOTH
SUFFERED BE-
CAUSE OF IT.

WE
REPRESENT THE
NEXT GENERATION
OF THE X-MEN AND
FANTASTIC FOUR.

A
GENERATION
WHICH WILL
DEPEND ON US
TAKING ACTION
NOW.

ONSLAUGHT
GROWS MORE
POWERFUL AS
WE SPEAK.



SHE IS
CORRECT.

KKKRRRUNCH



YOU?!

IMAGINE YOU ARE IN
THE MIDDLE OF YOUR
WORST NIGHTMARE...

... AND YOU WAKE UP
ONLY TO REALIZE THE
NIGHTMARE HAS ONLY
JUST STARTED...

... AND YOU WILL HAVE THE
FIRST INKLING OF WHAT CABLE
IS NOW EXPERIENCING.

APOCALYPSE!

HERE --
NOW?

APPARENTLY,
MY ONCE AND
FUTURE FOE.

I HAVE
WAITED SO
VERY LONG
FOR THIS
MOMENT.

TWO
WARRIORS,
THEIR DESTINIES
ENTWINED THROUGH
ETERNITY, MEETING
AS ONE ERA
ENDS...

... AND
ANOTHER
DAWNS.

FOR WHAT
BETTER TIME TO
TEST THE STRENGTH
OF A PEOPLE... TO SEE
WHO AMONG THEM
WILL BE STRONG
ENOUGH TO
SURVIVE?

YOU MEAN
WHAT BETTER TIME
TO EXPLOIT THE WEAK
AND TAKE ADVANTAGE
OF GLOBAL
UPHEAVAL!

CABLE'S WHOLE
LIFE IS ABOUT THIS
SINGLE MOMENT.

HE WAS BORN FOR
THE SOLE PURPOSE OF
DESTROYING THE VILLAIN
WHO STANDS BEFORE
HIM.

SO, DESPITE THE
PSIONIC PAIN
WHICH TEARS
THROUGH HIS
BODY --

-- CABLE REACTS
INSTINCTIVELY!



I CAN
TELL YOU
ONE
THING --

YOU'RE **NOT**
GOING TO BE
AROUND
TO SEE HOW IT
TURNS OUT!

A BATTLE
WITH YOU NOW
IS NOT IN MY
INTEREST.

TOO
BAD.

WE'VE GOT
CONFLICTING
INTERESTS.

YOU
ARE A FOOL,
SUMMERS.

I HAVE
WALKED THIS
EARTH FOR TWO
THOUSAND
YEARS --

-- MINE IS
THE WISDOM
OF THE
AGES!

WHILE
I OBSERVE
THE TAPESTRY OF
HISTORY AS IT
WEAVES FROM
PAST TO
FUTURE...

... YOU
LIVE ON EACH
SINGLE THREAD,
NEVER LOOKING TO
THE HORIZON.

EVEN
WHEN THE **SOLE**
SOLUTION TO THE
CURRENT CRISIS
STANDS BEFORE
YOU.

ALL I
SEE BEFORE ME
IS A **KILLER** WHO
THINKS THE POWER
HE WAS **BORN** WITH
PLACES HIM ABOVE
EVERYONE
ELSE...

... A
SELF-STYLED
MEGALOMANIAC
WHO CARES FOR
NOTHING BUT HIS
OWN **INSANE**
SCHEMES.

THEN
WHAT IF I TOLD
YOU IT **WERE** IN
MY OWN INTEREST
TO DEFEAT
ONSLAUGHT?

FOR I,
ALONE, KNOW
OF A WAY WE CAN
SEPARATE THE
BEING FROM
THE **BOY** --

-- THE
CHILD WHOM
ONSLAUGHT
WOULD USE
TO **ALTER**
REALITY --

-- FRANKLIN
RICHARDS.

FALSE PROMISES
FROM THE KING
OF THEM.
NOTHING
IS GOING TO
STOP ME
FROM --

WHAT
THE --?!

AND YET,
SOMETHING
HAS.



IT'S CALLED AN INVISIBLE SHIELD.

AND I DOUBT EITHER OF YOU COULD CRACK IT.

CABLE, I KNOW WHAT IT'S LIKE TO MAKE A DEAL WITH THE DEVIL HIMSELF --

-- I HAD PUT ASIDE ALL MY HATRED FOR Dr. DOOM TO SAVE MY HUSBAND.

IF APOCALYPSE KNOWS OF A WAY TO SAVE FRANKLIN, WE HAVE TO HEAR HIM OUT.



Mrs. RICHARDS, YOU HAVE MY ADMIRATION... SOMETHING I DO NOT GIVE LIGHTLY.

NOW, THEN. SINCE ONSLAUGHT IS ESSENTIALLY A BEING OF PURE PSIONIC ENERGY, HE WILL BE VULNERABLE TO THE VERY PLACE HE DRAWS HIS POWER FROM --

THE ASTRAL PLANE!

AND NO MATTER HOW DISTASTEFUL HE MAY FIND IT --

-- ONLY ONE MAN HAS THE POWER TO TAKE ME THERE.

YOU, MY ETERNAL ENEMY.

ONCE AGAIN, THE NEEDS OF THE MANY OUTWEIGH THE NEEDS OF THE FEW.

ONCE AGAIN I MUST SACRIFICE WHAT SHOULD BE DONE FOR WHAT MUST BE DONE.

EVERY FIBER IN MY BODY WANTS TO END THE MADNESS THAT IS APOCALYPSE...

... IT'S WHAT I'VE WAITED MY WHOLE LIFE TO DO.



BUT IF THERE'S A CHANCE TO PREVENT ONSLAUGHT FROM ACCESSING FRANKLIN'S POWER...

... TO SAVE FRANKLIN...

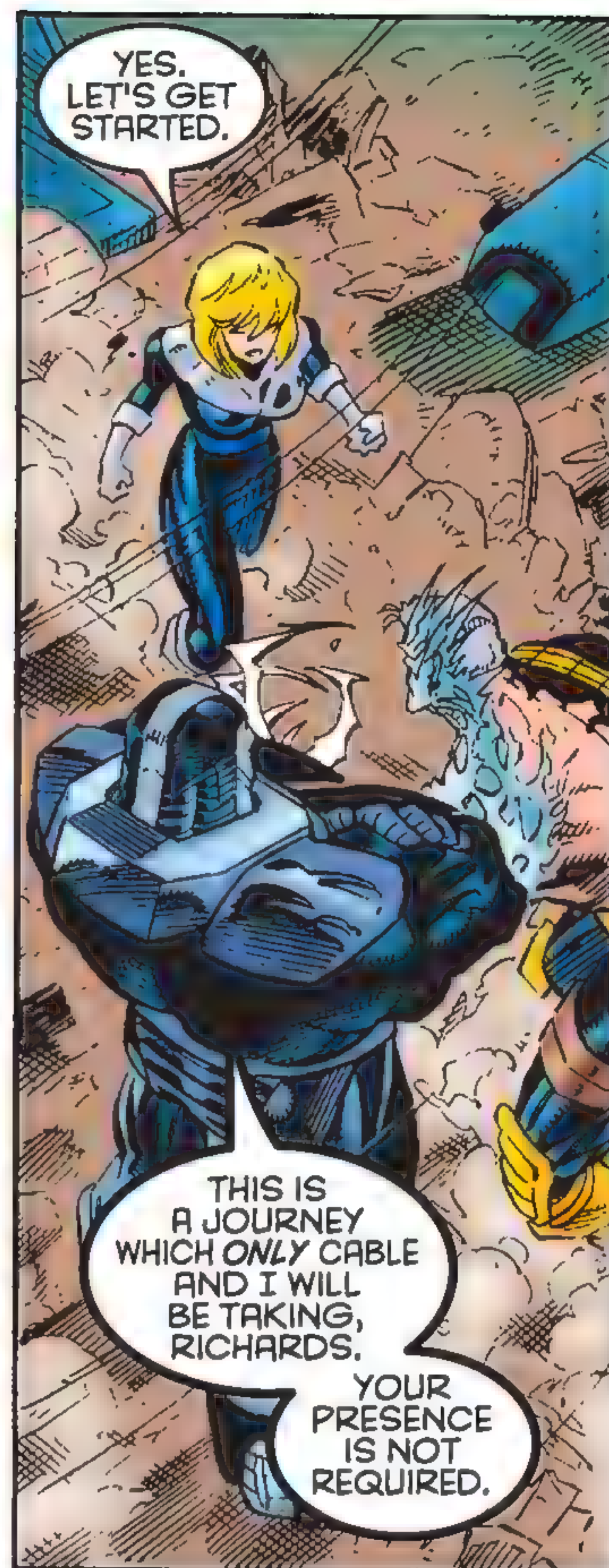
... I'VE GOTTA DO IT.



ALL RIGHT.
FOR NOW.
BUT, THE MOMENT
THIS IS FINISHED --

-- I
WILL TAKE
YOU
DOWN.

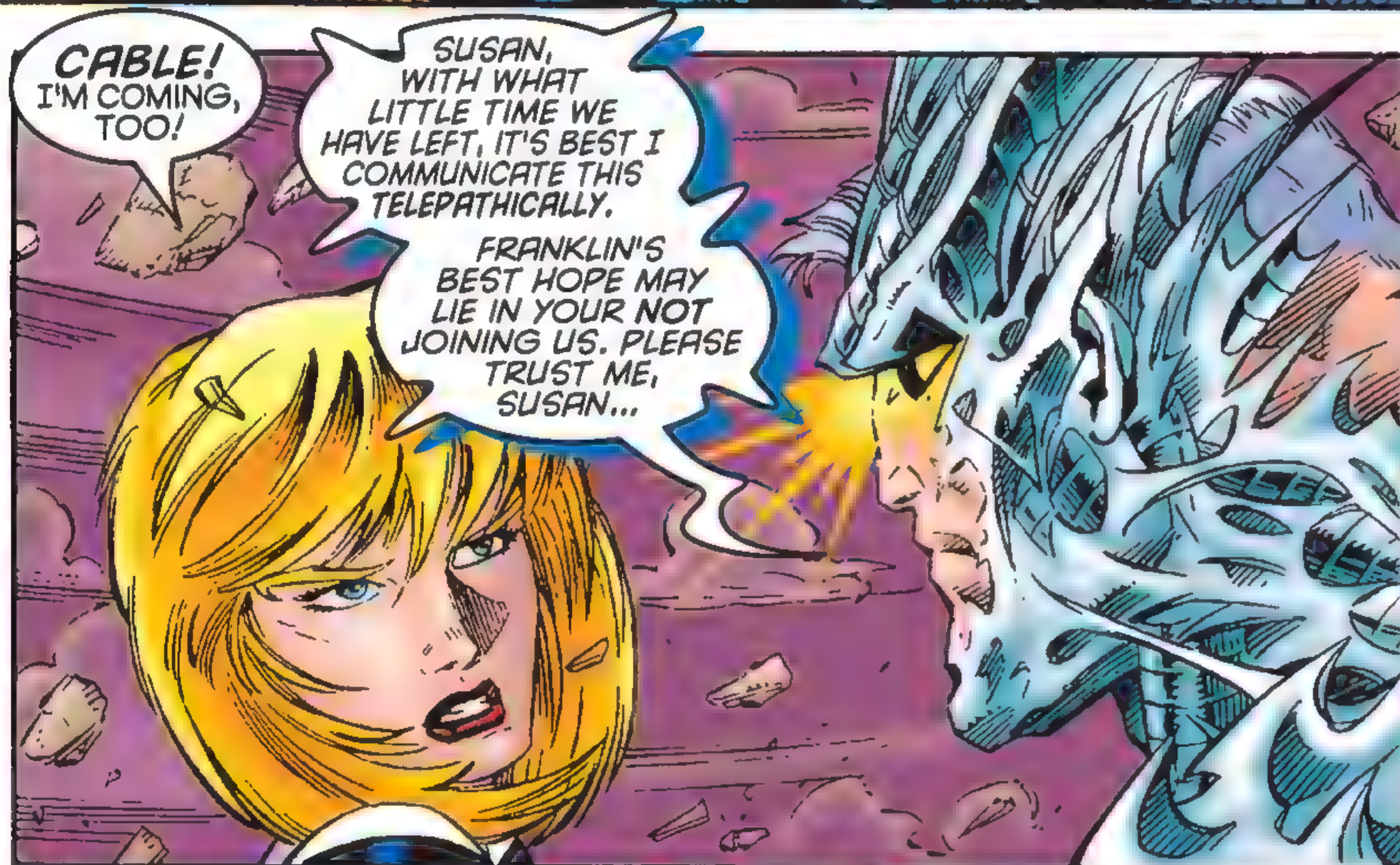
WE ARE
WASTING
PRECIOUS
TIME.



YES.
LET'S GET
STARTED.

THIS IS
A JOURNEY
WHICH ONLY CABLE
AND I WILL
BE TAKING,
RICHARDS.

YOUR
PRESENCE
IS NOT
REQUIRED.



CABLE!
I'M COMING,
TOO!

SUSAN,
WITH WHAT
LITTLE TIME WE
HAVE LEFT, IT'S BEST I
COMMUNICATE THIS
TELEPATHICALLY.

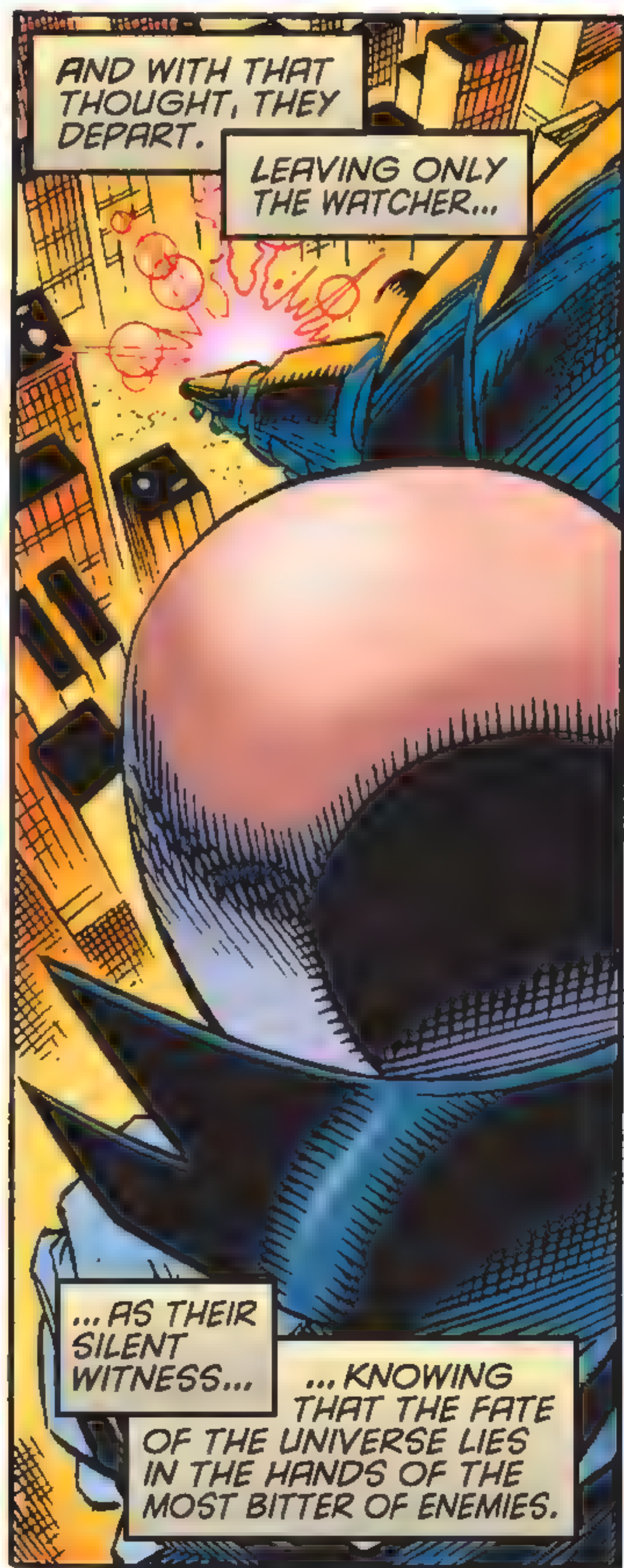
FRANKLIN'S
BEST HOPE MAY
LIE IN YOUR NOT
JOINING US. PLEASE
TRUST ME,
SUSAN...



... I
WON'T LET
YOUR BOY
DIE.

THEN
GO. AND MAY
GOD WATCH
OVER YOU.

SURELY,
Mrs. RICHARDS,
YOU REALIZE THE
ONLY GODS ARE THOSE
LEFT ON THIS
BATTLEFIELD?



AND WITH THAT
THOUGHT, THEY
DEPART.

LEAVING ONLY
THE WATCHER...

... AS THEIR
SILENT
WITNESS...

... KNOWING
THAT THE FATE
OF THE UNIVERSE LIES
IN THE HANDS OF THE
MOST BITTER OF ENEMIES.

THE ASTRAL PLANE.

THAT STRANGE, UNKNOWN LOCUS THAT CONNECTS EVERY MIND ON THE PLANET.

A PLACE THAT CAN ONLY BE ACCESSED BY A HIGHLY SELECT HANDFUL OF TELEPATHS...

OF WHICH CABLE IS ONE.

GLORIOUS, IS IT NOT?

I WONDER IF ONSLAUGHT HIMSELF KNOWS OF THE UNTOLD WRECKAGE HE BRINGS UPON THE UNIVERSE?

HOW HIS VERY EXISTENCE ACTS AS A SIPHON, FUNNELING DOWN THE COLLECTIVE PSIONIC ENERGY OF ALL LIVING CREATURES...

...FOR HIS OWN PERSONAL USAGE.

AND IN WHAT WAY IS THAT "GLORIOUS", APOCALYPSE?

ONSLAUGHT CREATES NOTHING IN HIS WAKE --

-- SAVE FOR TURMOIL AND DESTRUCTION.

ONLY A WARPED MIND LIKE YOURS WOULD APPRECIATE ANYTHING WHICH VIOLATES THE LAWS OF NATURE.

AND THAT'S WHY YOUR PATH WILL NEVER LEAD TO ANYTHING BUT EMPTINESS.

YOU SURPRISE ME, CABLE.

ONE WOULD NOT THINK THAT A WARRIOR OF AS MANY CAMPAIGNS AS YOU HAVE TAKEN PART IN WOULD BE SO...

... NAIVE.

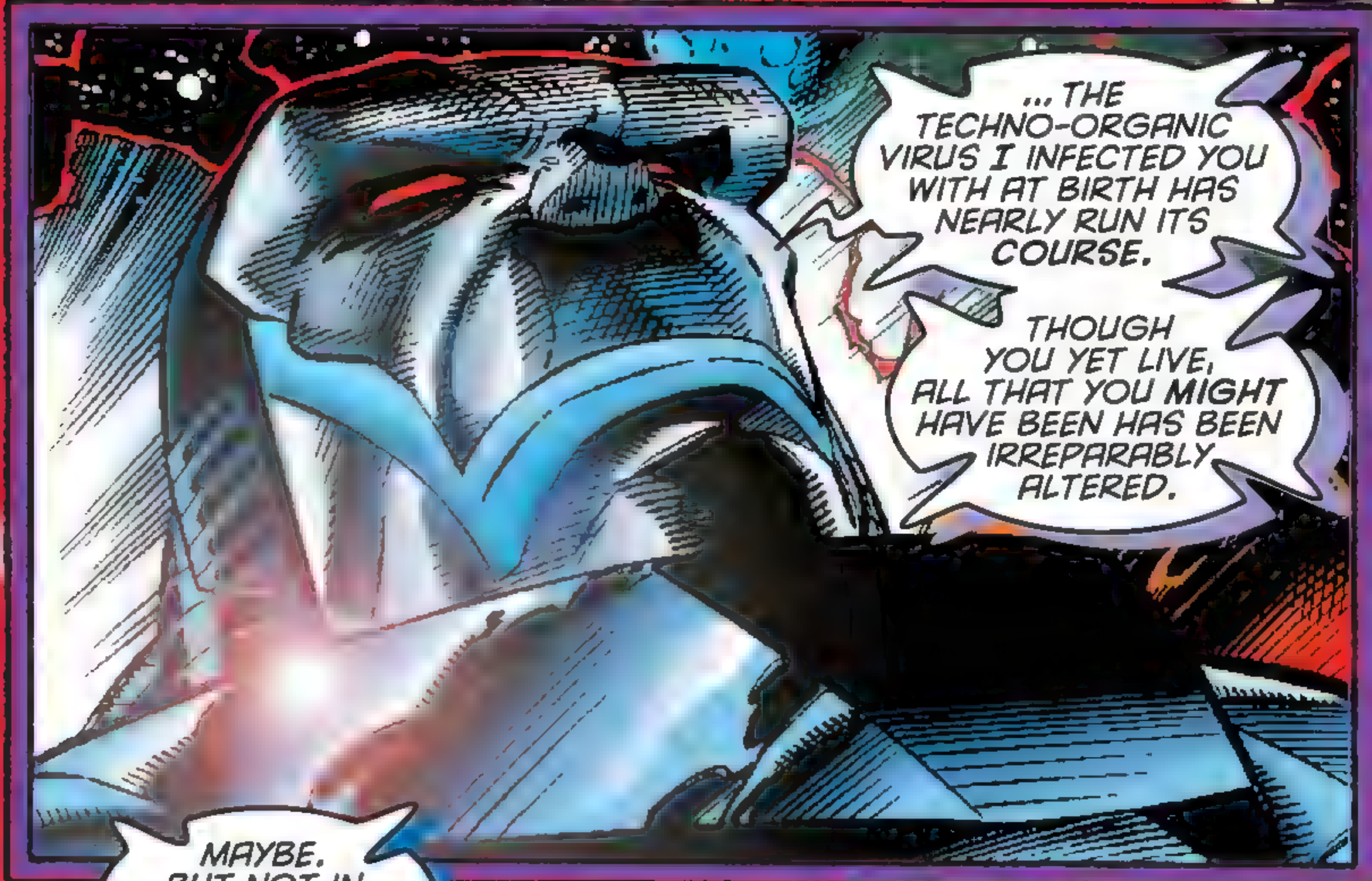


KEEP TALKING, MAD-MAN. WHILE YOU RANT...

... I'LL USE THE ADVANTAGE A TELEPATH HAS HERE, IN THE REALM OF PURE THOUGHT...

... TO PULL MYSELF TOGETHER.

INTERESTING...



... THE TECHNO-ORGANIC VIRUS I INFECTED YOU WITH AT BIRTH HAS NEARLY RUN ITS COURSE.

THOUGH YOU YET LIVE, ALL THAT YOU MIGHT HAVE BEEN HAS BEEN IRREPARABLY ALTERED.

MAYBE. BUT NOT IN THE WAY YOU EXPECTED.

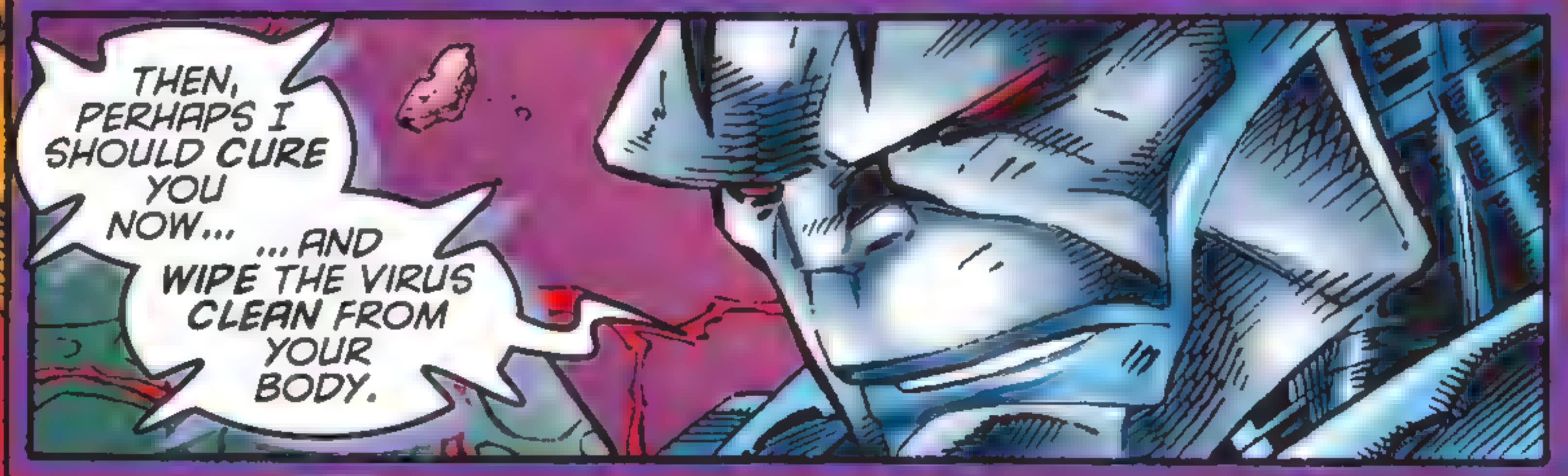
ALL YOU SUCCEEDED IN DOING WAS MAKING ME STRONGER.

SOMETHING YOU'LL REGRET -- I PROMISE.

REALLY...



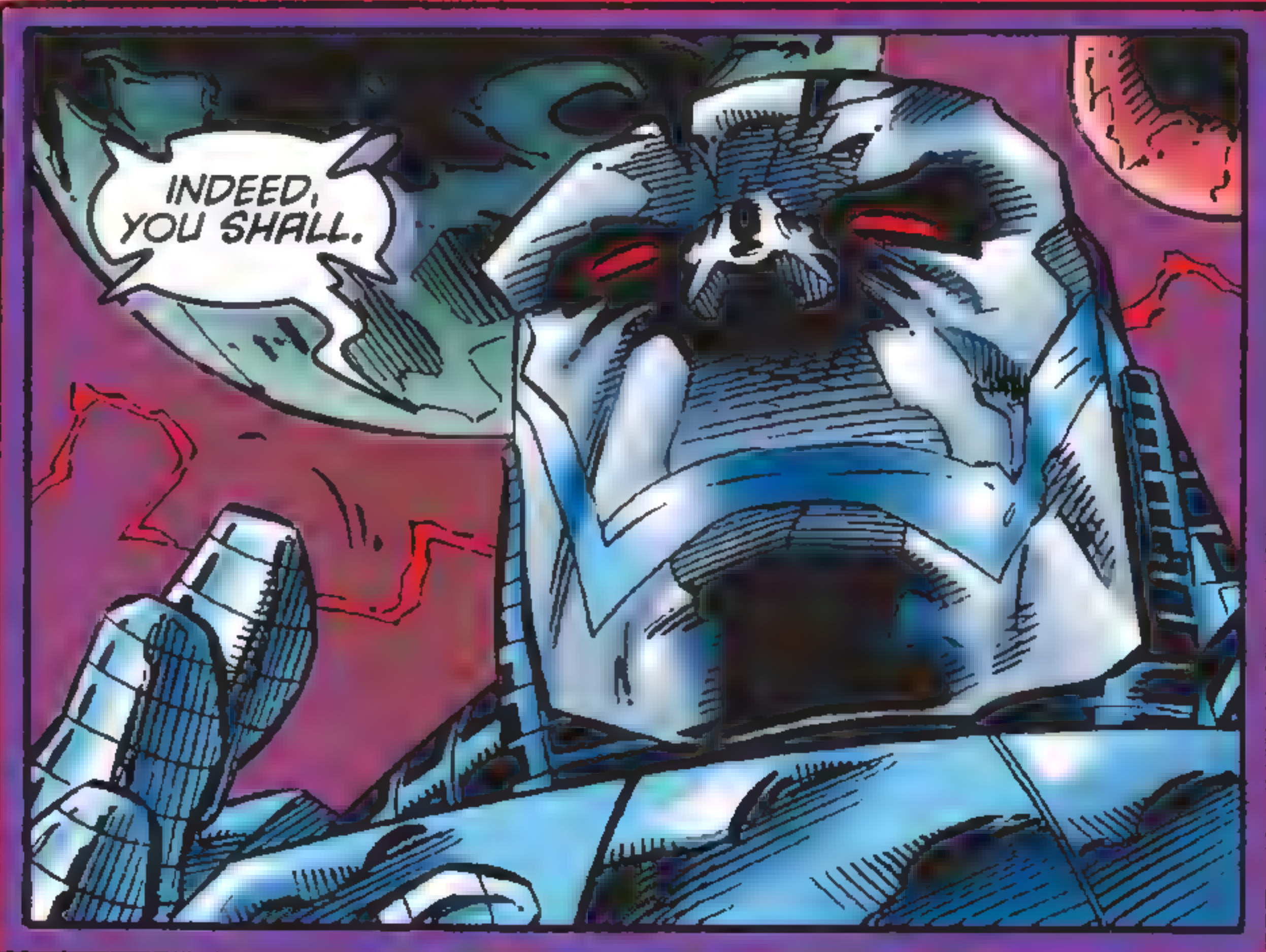
THEN, PERHAPS I SHOULD CURE YOU NOW... ... AND WIPE THE VIRUS CLEAN FROM YOUR BODY.



FORGET IT, APOCALYPSE.

I'VE LIVED WITH IT THIS LONG...

... I'LL DEAL WITH IT.



INDEED, YOU SHALL.



COME.
WE NEAR OUR
DESTINATION.

BELOW
US IS THE PSIONIC
MANIFESTATION OF
EARTH BEING TORN
ASUNDER.

IS THAT
FEAR IN YOUR TONE,
APOCALYPSE?

AFTER
ALL, IT'S KINDA
HARD TO BE A
KING IF
THERE'S NO
KINGDOM.

DO NOT
PRESUME TO
UNDERSTAND
MY MOTIVES,
CABLE.

HERE,
LIKE FISH
IN A STREAM, WE
WILL PASS THROUGH
THE ASTRAL PLANE
UNNOTICED...

... INTO
THE VERY HEART
OF ONSLAUGHT'S
CITADEL!



OUTSIDE THE
ASTRAL PLANE...

ATOP A CITADEL
BUILT OF SOLIDIFIED
TELEPATHIC ENERGY --

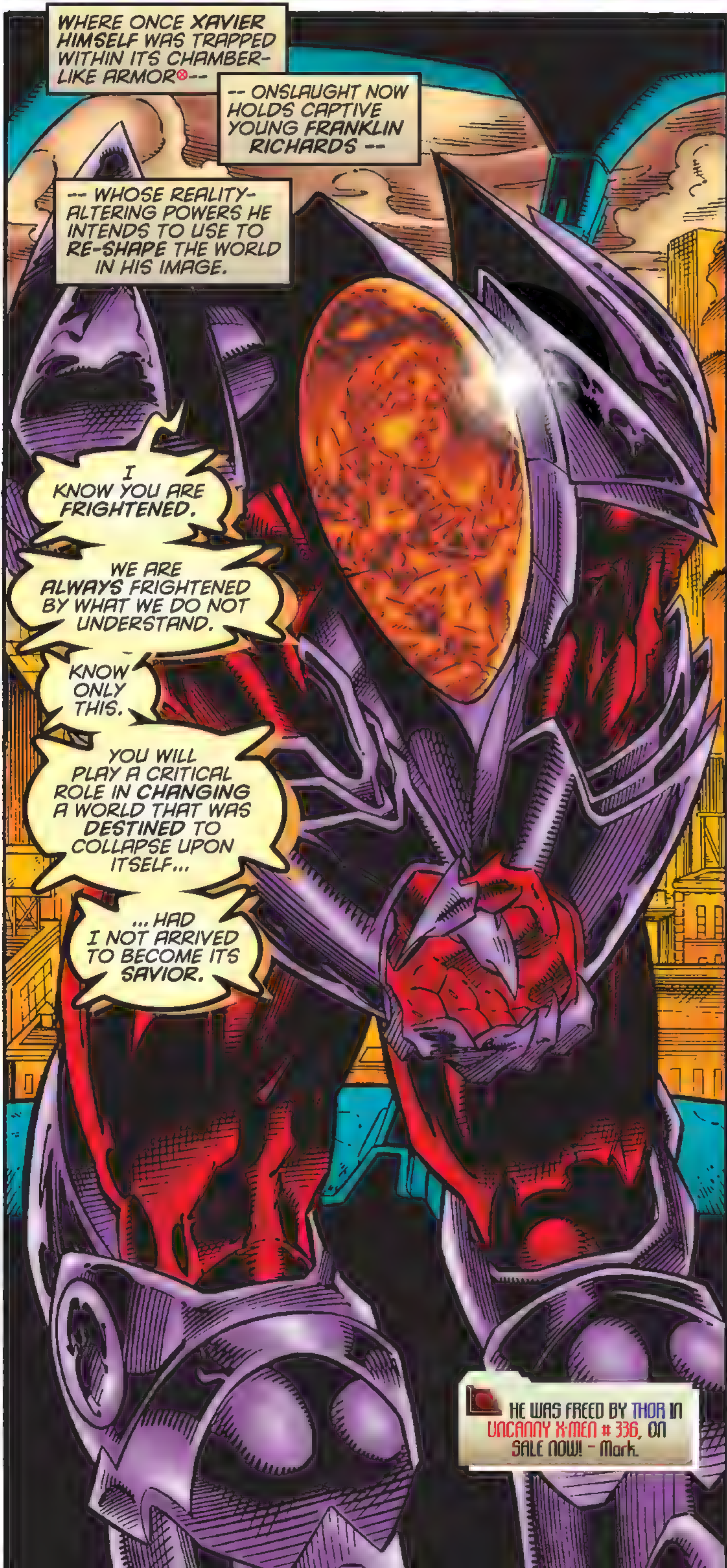
-- A BEING OF ALMOST
MYTHIC PROPORTIONS
SURVEYS HIS CONQUESTS.

CONCEIVED AS THE
PSIONIC PROJECTION
OF THE PENT-UP
FRUSTRATIONS OF
CHARLES XAVIER...

... AND EMBOLDENED
INTO LIFE BY THE GENETIC
HATRED OF ERIK LENSHER --
THE SELF-PROCLAIMED MASTER
OF MAGNETISM KNOWN AS
MAGNETO...

... ONSLAUGHT
IS NOW A BEING
UNTO ITSELF.

BEYOND BOTH
XAVIER AND
MAGNETO.



WHERE ONCE XAVIER
HIMSELF WAS TRAPPED
WITHIN ITS CHAMBER-
LIKE ARMOR --

-- ONSLAUGHT NOW
HOLDS CAPTIVE
YOUNG FRANKLIN
RICHARDS --

-- WHOSE REALITY-
ALTERING POWERS HE
INTENDS TO USE TO
RE-SHAPE THE WORLD
IN HIS IMAGE.

I
KNOW YOU ARE
FRIGHTENED.

WE ARE
ALWAYS FRIGHTENED
BY WHAT WE DO NOT
UNDERSTAND.

KNOW
ONLY
THIS.

YOU WILL
PLAY A CRITICAL
ROLE IN CHANGING
A WORLD THAT WAS
DESTINED TO
COLLAPSE UPON
ITSELF...

... HAD
I NOT ARRIVED
TO BECOME ITS
SAVIOR.



I... I
JUST WANT
TO GO
HOME.



YOU
ARE HOME,
CHILD.

HE WAS FREED BY THOR IN
UNCANNY X-MEN # 336, ON
SALE NOW! - Mark.

SUDDENLY...

WHO --?!

Ahhh... THE
TIME-WALKING
SON OF SCOTT
SUMMERS... AND
THE ANCIENT
EGYPTIAN?!

THE
ALPHA AND THE
OMEGA.

YOU
TRULY ARE
DESPERATE!

DISCOVERED
IMMEDIATELY! THIS WAS...
UNEXPECTED.

WHO'S THE
DESPERATE ONE,
ONSLAUGHT?

YOU'VE
TWICE SENT
YOUR LACKIES TO
TAKE ME OUT BEFORE
I COULD GET
TO YOU. ☒

WHAT'RE
YOU AFRAID
OF?

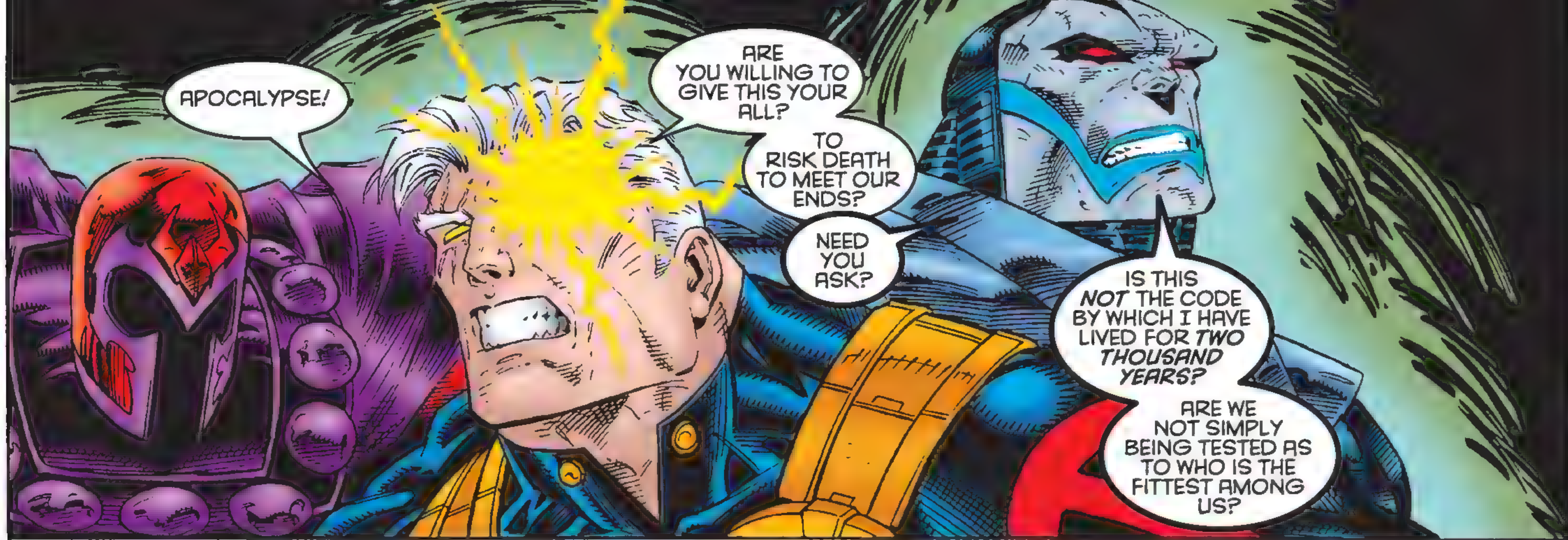
SEE CABLE #s 33 & 34 - Mark.

I FEAR
NOTHING!

NATURE...
CREATION ITSELF
IS MINE TO
COMMAND!

PSIONIC
PROJECTIONS
OF THE HULK, POST
AND MAGNETO
HIMSELF.

HARDLY
WORTH THE
EXPENDITURE OF
YOUR ENERGIES,
ONSLAUGHT.



APOCALYPSE!

ARE YOU WILLING TO GIVE THIS YOUR ALL?

TO RISK DEATH TO MEET OUR ENDS?

NEED YOU ASK?

IS THIS NOT THE CODE BY WHICH I HAVE LIVED FOR TWO THOUSAND YEARS?

ARE WE NOT SIMPLY BEING TESTED AS TO WHO IS THE FITTEST AMONG US?



OUT OF HULK'S WAY, BLUE MAN.

NO ONE IS STRONGER THAN HULK --

-- HULK IS THE STRONGEST THERE IS!



THEN, FIGHT ON, "ETERNAL ONE".

IF FOR NO OTHER REASON THAN OUR DAY TO BE TESTED AGAINST EACH OTHER STILL AWAITS US!

ONE WHICH I LOOK FORWARD TO WITH EAGER ANTICIPATION, "CHOSEN ONE."



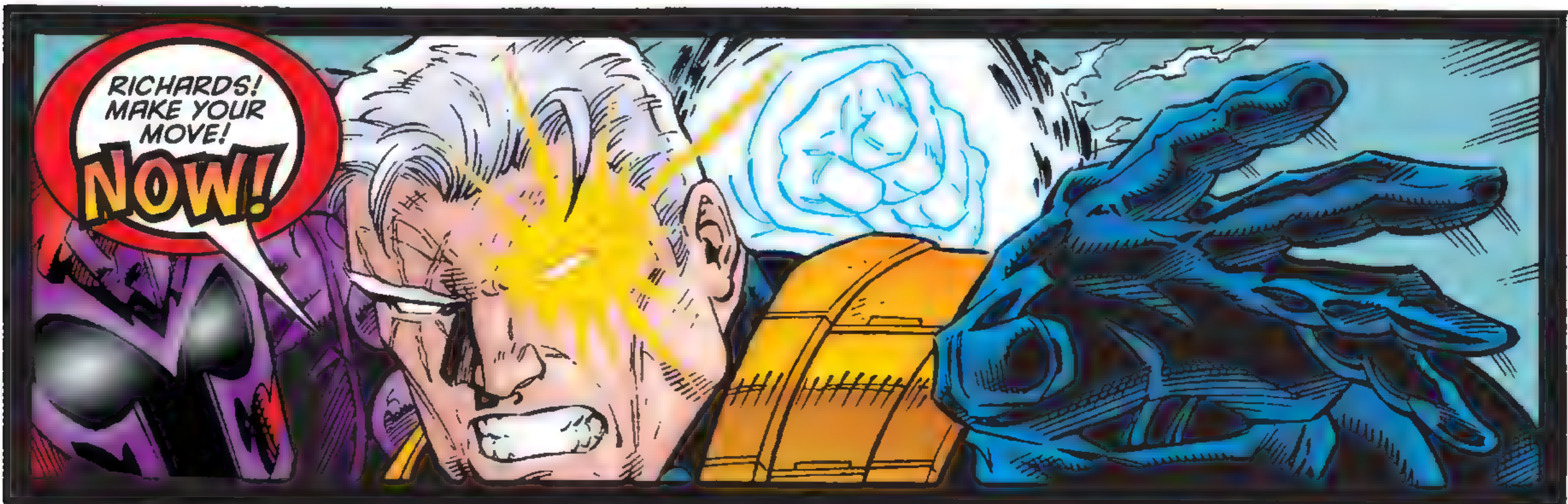
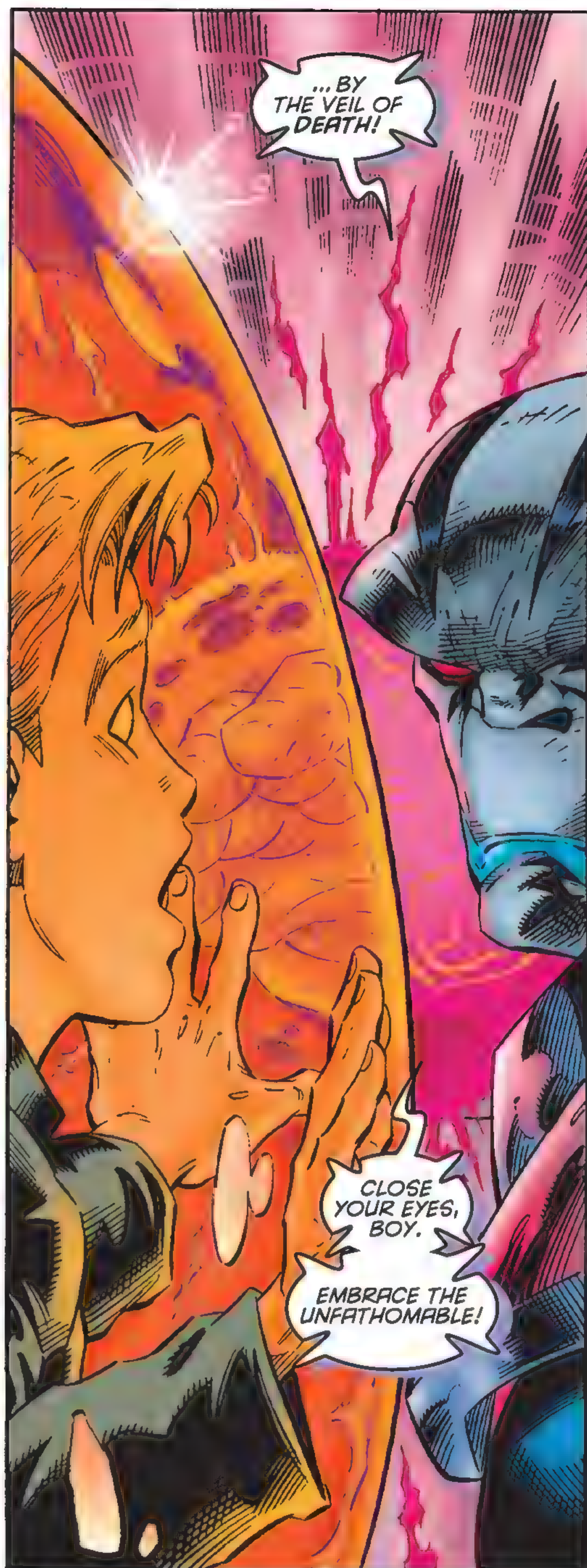
ROAARRR

EVEN WITH THE HELP OF PSIONIC ENERGY FROM THE ASTRAL PLANE --

-- IT'S GONNA BE TOUGH TO HOLD MY OWN BODY TOGETHER --

-- AND TAKE ON A CREATURE WHO ALMOST KILLED ME!

BUT FRANKLIN IS DEPENDING ON ME -- AND I WON'T LET HIM DOWN!





I --
I CAN'T
MOVE! BUT
HOW?

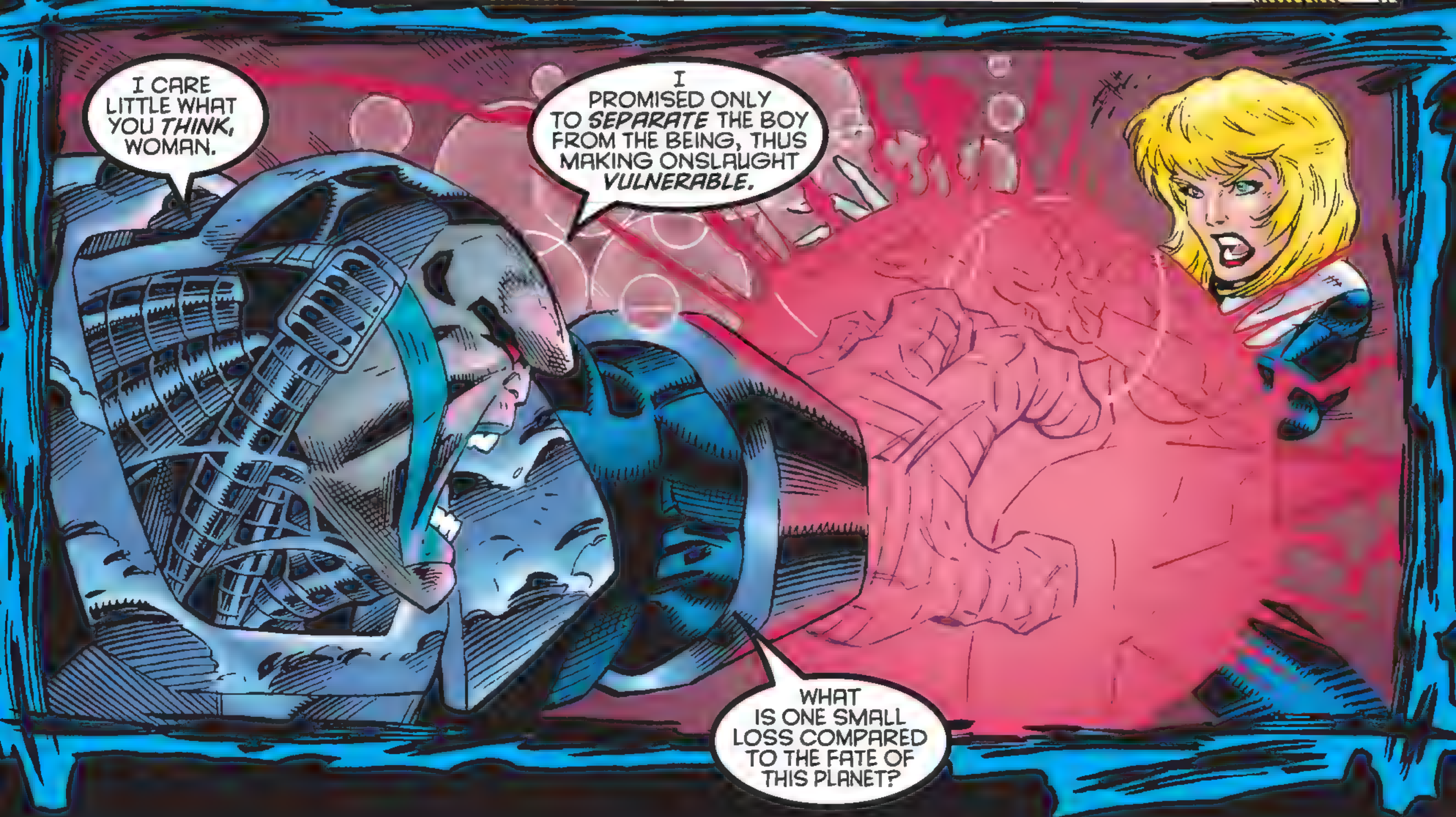
ME.
NO.



GET
AWAY FROM
MY
SON, YOU
BUTCHER!

DID
YOU *ACTUALLY*
THINK THAT WE
WOULD ALLOW
YOU TO HARM
FRANKLIN?

CABLE
KEPT ME
TELEPATHICALLY
HIDDEN ALL
ALONG.



I CARE
LITTLE WHAT
YOU THINK,
WOMAN.

I
PROMISED ONLY
TO *SEPARATE* THE BOY
FROM THE BEING, THUS
MAKING ONSLAUGHT
VULNERABLE.

WHAT
IS ONE SMALL
LOSS COMPARED
TO THE FATE OF
THIS PLANET?



SURELY, CABLE, YOU AS A SOLDIER UNDERSTAND THE CONCEPT OF ACCEPTABLE LOSSES!

YOU CANNOT ALLOW A MOMENT OF WEAKNESS SUCH AS CARING ABOUT AN INSIGNIFICANT CHILD STOP US --

OH, YES, I CAN!

EVEN IF IT MEANS KILLING YOU HERE AND NOW!



DO YOU SEE NOW, FRANKLIN, WHY I HAVE ALLOWED THIS TO OCCUR?

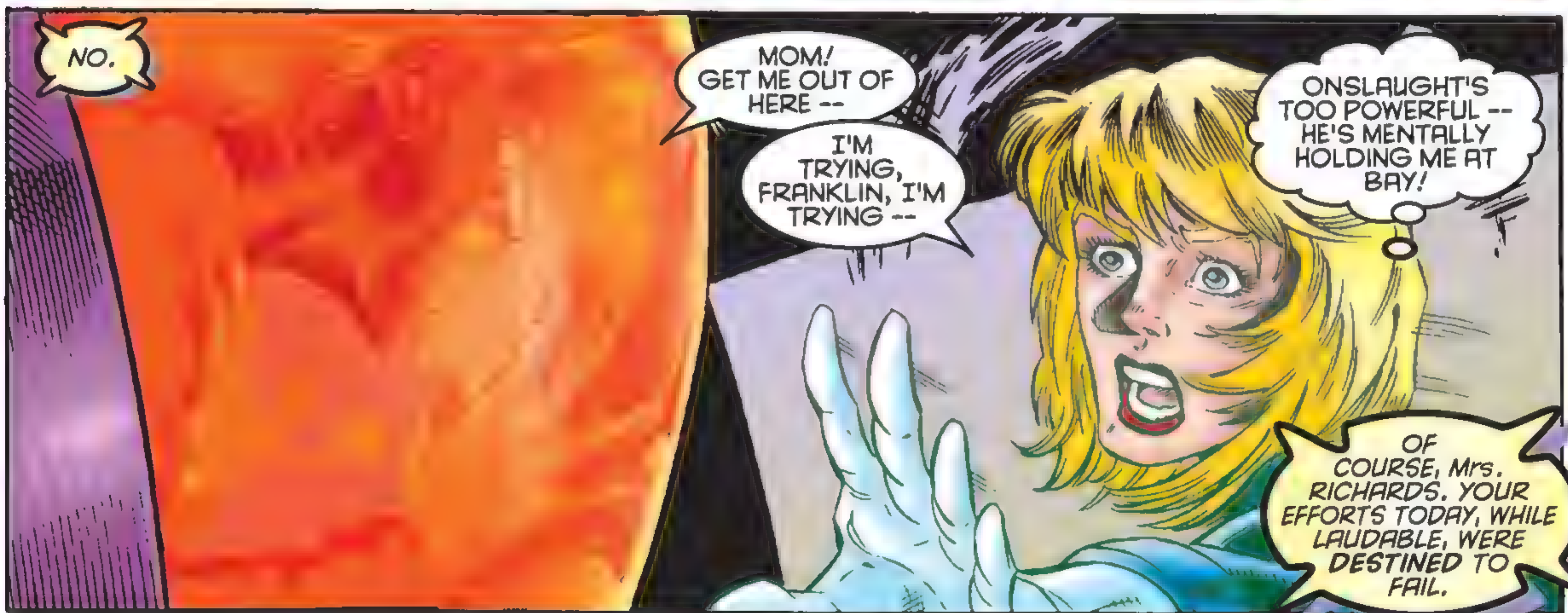
WHAT BETTER ILLUSTRATION OF THE TRUE NATURE OF ALL HUMANS?

HOW ONE WILL ALWAYS BETRAY THE OTHER TO ACHIEVE THEIR OWN PERSONAL GOALS?

YOU WILL HELP ME CHANGE ALL THAT, CHILD.

NO! EVERYBODY'S NOT LIKE THAT!

I WANT TO GO HOME! LET ME GO!



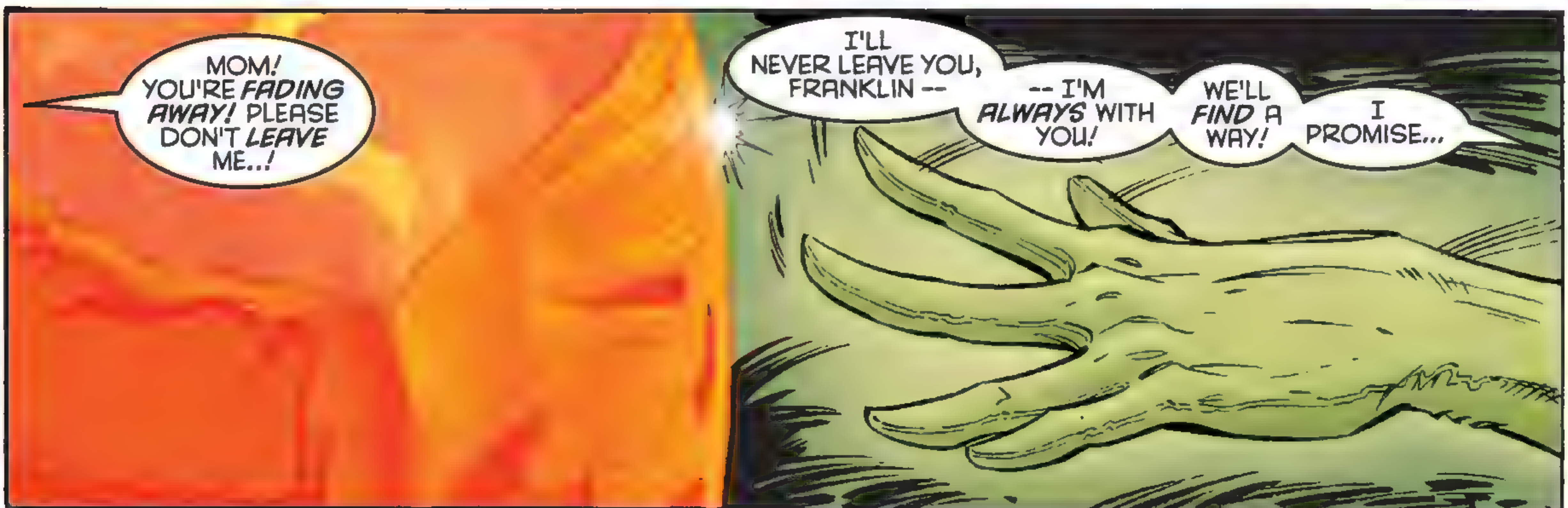
NO.

MOM! GET ME OUT OF HERE --

I'M TRYING, FRANKLIN, I'M TRYING --

ONSLAUGHT'S TOO POWERFUL -- HE'S MENTALLY HOLDING ME AT BAY!

OF COURSE, Mrs. RICHARDS. YOUR EFFORTS TODAY, WHILE LAUDABLE, WERE DESTINED TO FAIL.



MOM! YOU'RE *FADING AWAY*! PLEASE DON'T LEAVE ME...!

I'LL NEVER LEAVE YOU, FRANKLIN --

-- I'M ALWAYS WITH YOU!

WE'LL FIND A WAY!

I PROMISE...

BE
GONE.

AND IN LESS TIME THAN
IT TAKES TO BLINK AN
EYE, THEY ARE ALL
TRANSPORTED OUT OF
THE CITADEL --

-- OUT OF
THE ASTRAL
PLANE --

-- AND BACK TO THE
BATTLE-SCARRED
STREETS OF NEW YORK!

IMBECILES!

DO
YOU HAVE
ANY *IDEA* WHAT
YOUR DUPLICITOUS
PLOY COST US
THIS DAY?

DO
YOU?!

IT
COST YOU A
CHANCE TO DO TO
FRANKLIN WHAT
YOU DID TO
ME.

HE'S
ALIVE AND
UNHARMED --
THERE'S STILL
HOPE TO FREE
HIM.

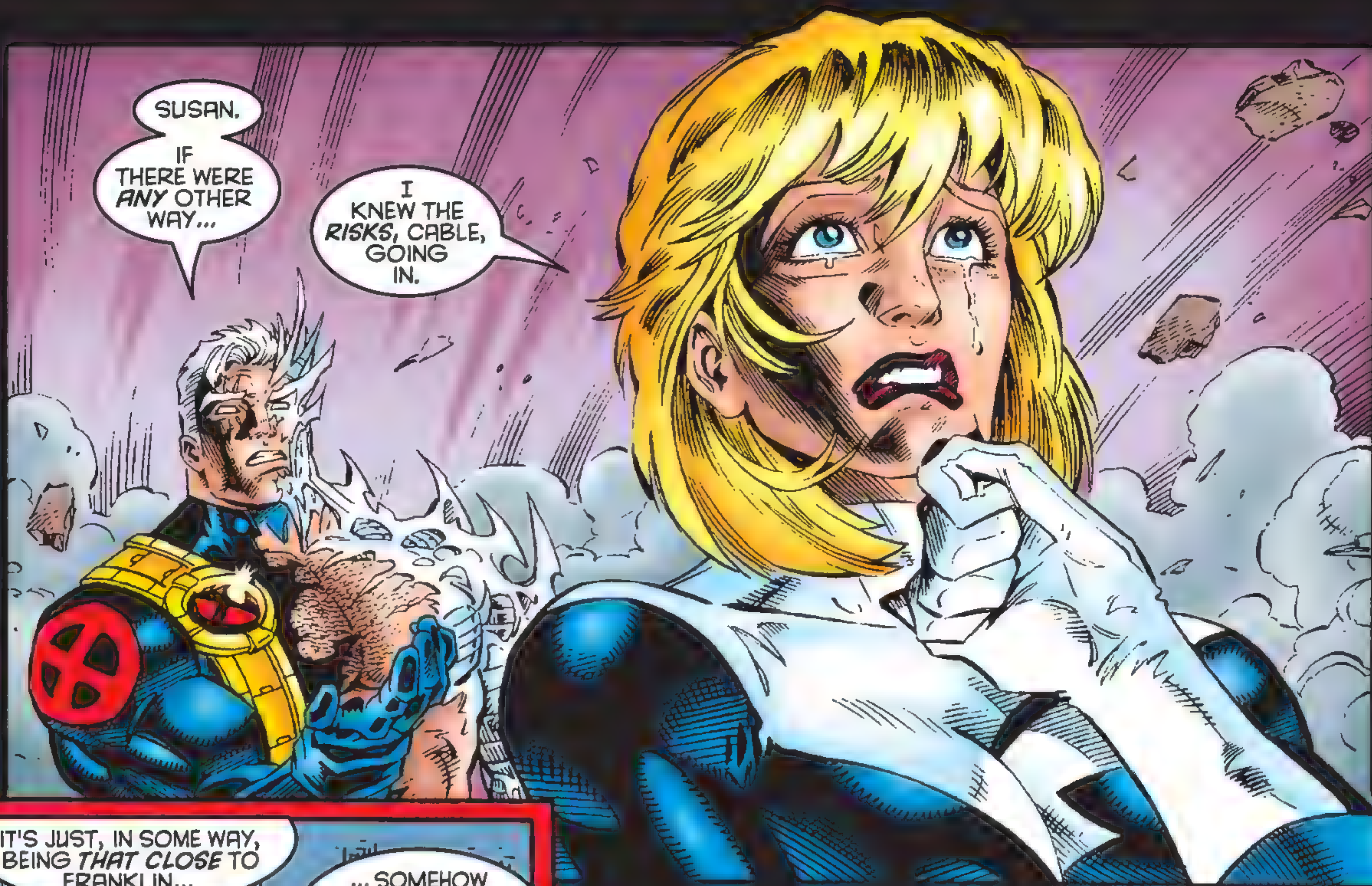
THE
WAY I
SEE IT, WE
WON.

DID
YOU?

DID YOU
REALLY?

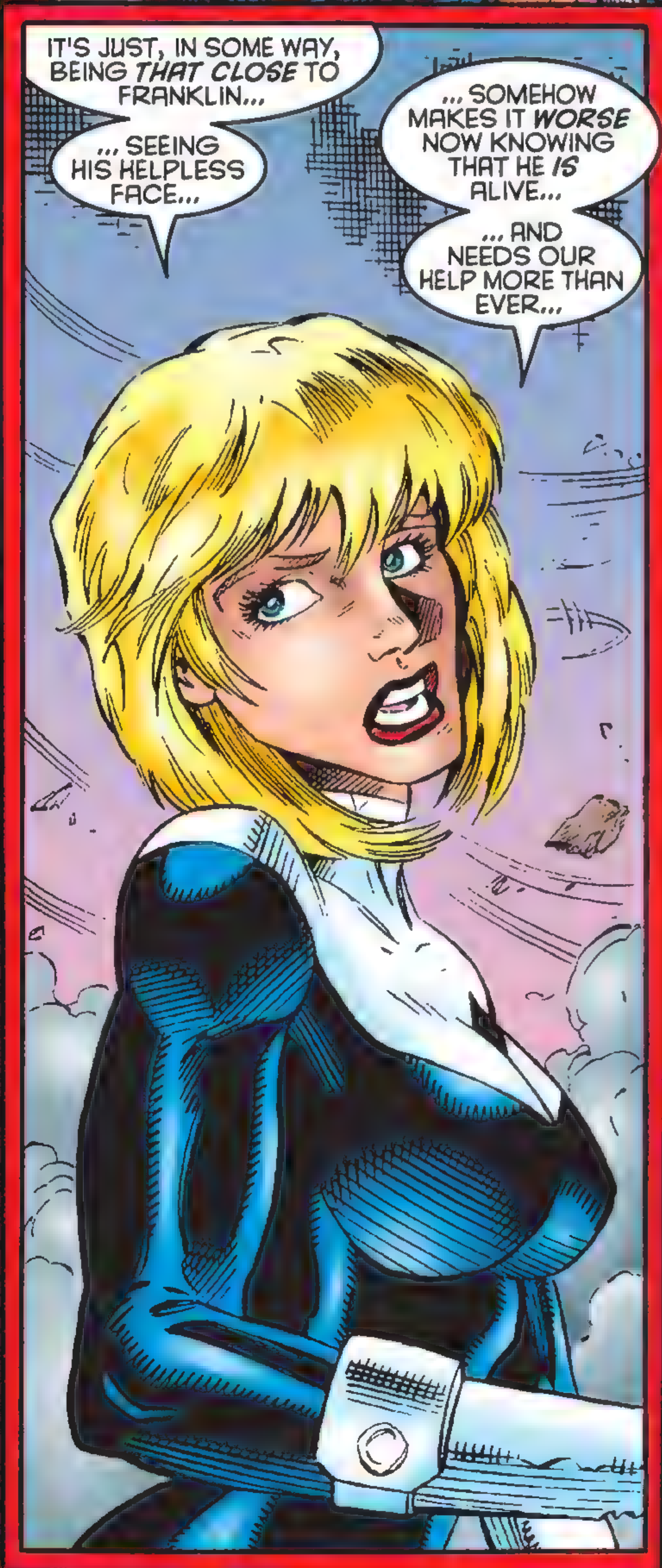
AND AS HIS THUNDEROUS
VOICE ECHOES, APOCALYPSE
TELEPORTS AWAY --

-- LEAVING
THE INVISIBLE
WOMAN
HAUNTED BY
WHAT HAS JUST
TRANSPIRED.



SUSAN.
IF
THERE WERE
ANY OTHER
WAY...

I
KNEW THE
RISKS, CABLE,
GOING
IN.

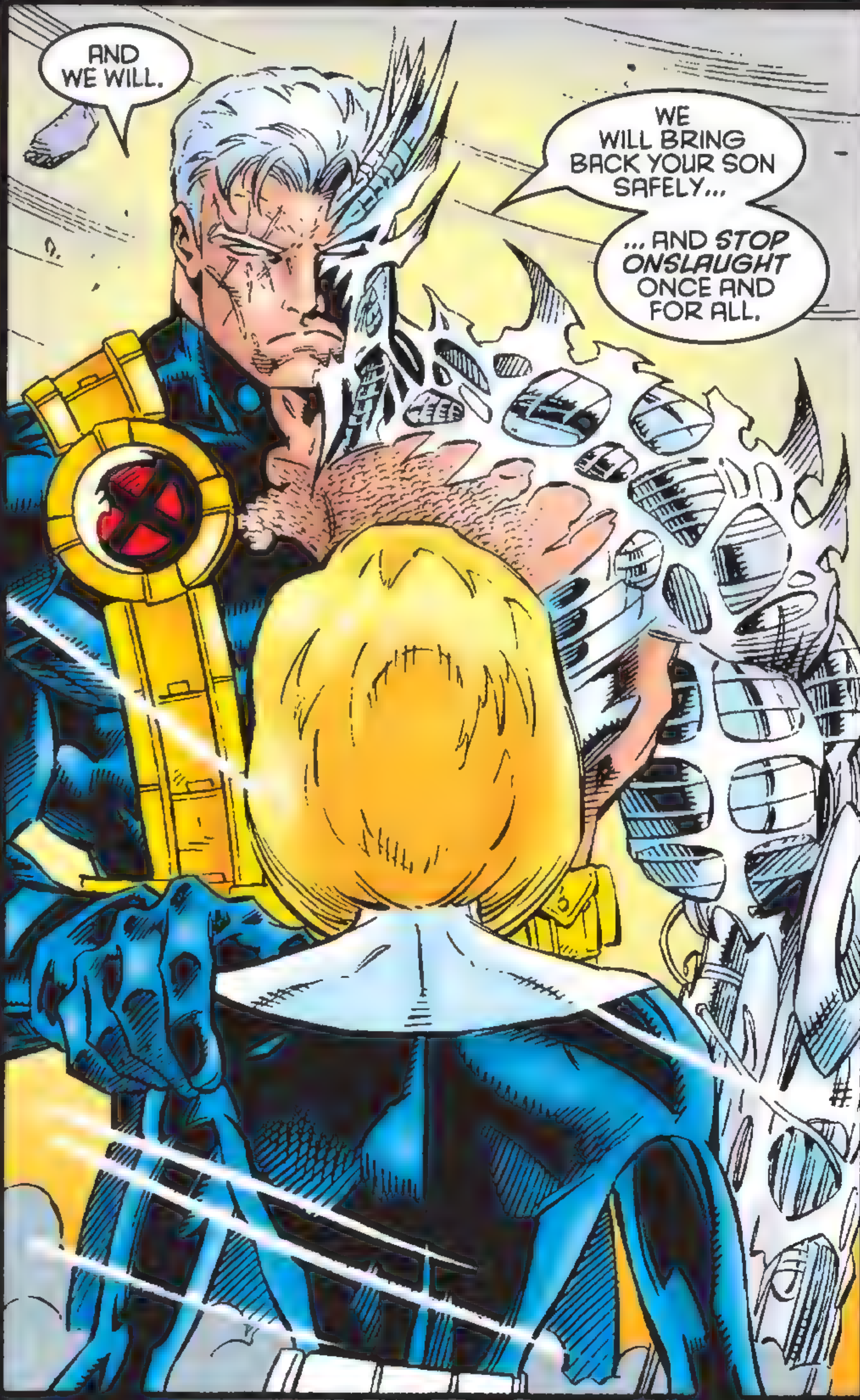


IT'S JUST, IN SOME WAY,
BEING *THAT CLOSE* TO
FRANKLIN...

... SEEING
HIS HELPLESS
FACE...

... SOMEHOW
MAKES IT *WORSE*
NOW KNOWING
THAT HE *IS*
ALIVE...

... AND
NEEDS OUR
HELP MORE THAN
EVER...



AND
WE WILL.

WE
WILL BRING
BACK YOUR SON
SAFELY...

... AND *STOP*
ONSLAUGHT
ONCE AND
FOR ALL.

7 ABOVE THE STREETS...

... THE MUTANT WHO TOOK THE NAME WHICH DESCRIBES THE END OF ALL THAT IS... PONDERES HOW MUCH LONGER BEFORE THE APOCALYPSE BECOMES A REALITY.

YOU MUST RESPECT THEM.

FOR DESPITE THEIR SACRIFICE, THEY WERE *UNWILLING* TO BECOME LIKE YOU --

-- AND ALLOW THE END TO JUSTIFY *ANY* MEANS.

I SAW ONLY *WEAKNESS* AT A TIME WHEN STRENGTH WAS NEEDED.

THAT I WILL NEVER RESPECT.

AND YET, ONE MUST WONDER WHAT KIND OF STRENGTH IT TAKES TO *GIVE UP* WHAT YOU WANT MORE THAN ANYTHING --

-- TO AVOID *BECOMING* THE THING YOU HATE THE MOST.

WE WILL SEE WHO IS LEFT TO REVEL IN THEIR VAUNTED *NOBILITY* --

-- WHEN *ONSLAUGHT* DESTROYS IT ALL...

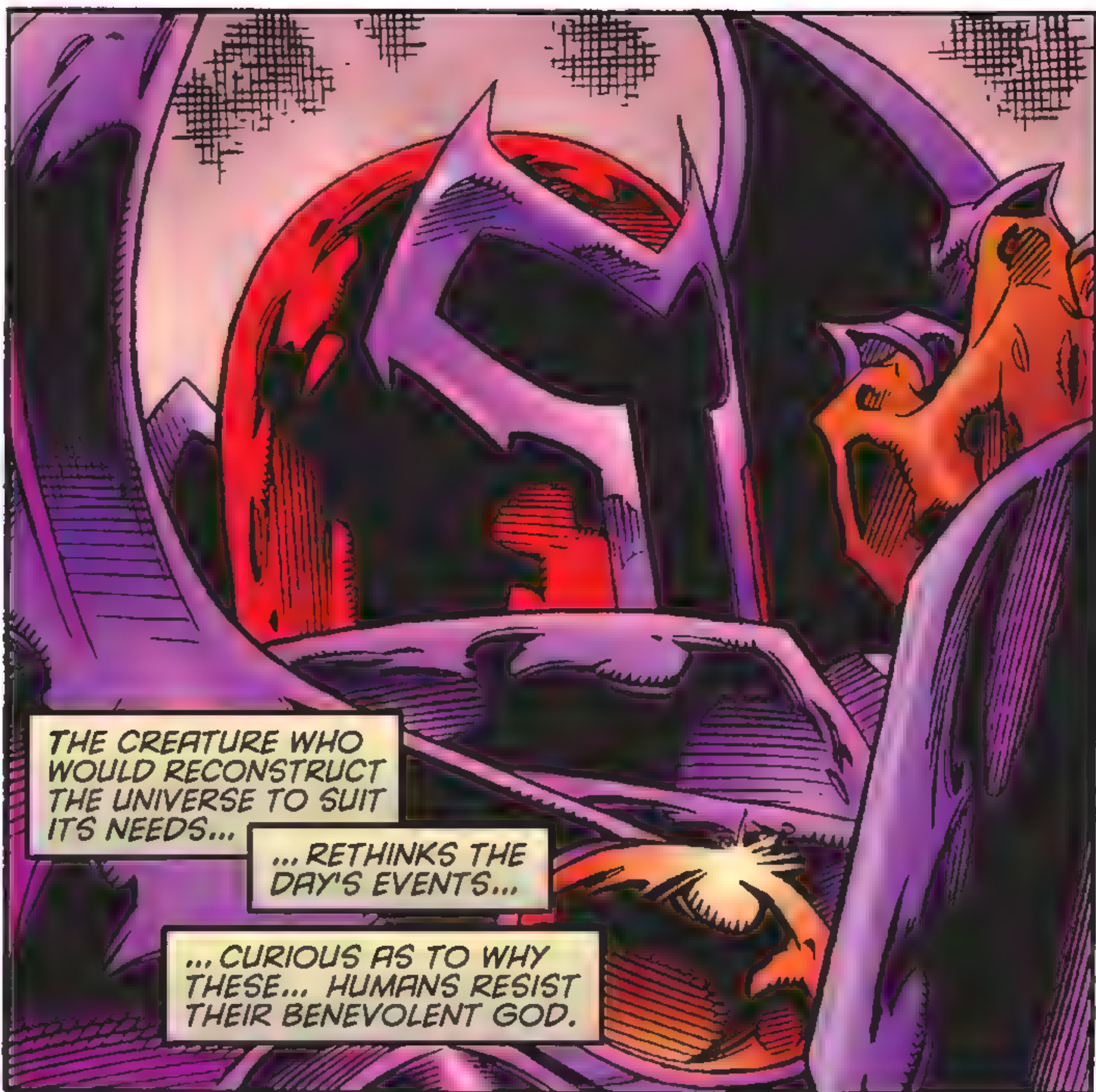
INSIDE
ONSLAUGHT'S
CITADEL.



THE CREATURE WHO
WOULD RECONSTRUCT
THE UNIVERSE TO SUIT
ITS NEEDS...

... RETHINKS THE
DAY'S EVENTS...

... CURIOUS AS TO WHY
THESE... HUMANS RESIST
THEIR BENEVOLENT GOD.



UNAWARE THAT WITHIN THE
CHILD WHO HE HAD FORCED
INTO COLLUSION...



... A CHILD WHO THE
BEING HELD AT BAY
WITH THE POWER OF
FEAR...

... SOMETHING
HAS CHANGED.

INSPIRED BY THE SELFLESS
ACT OF HIS MOTHER AND
THE MAN CALLED CABLE --

-- FRANKLIN RICHARDS HAS
A RENEWED SPARK WITHIN
HIS SOUL THAT WILL MAKE
A DIFFERENCE FROM THIS
POINT ON.

HE HAS
HOPE.



THE SAGA OF
ONSLAUGHT in **X¹⁹ MAN & X-MEN** 55!

NEXT ISSUE: THE **TECHNO-VIRUS** HAS COMPLETELY
TAKEN OVER HIS BODY -- WILL CABLE **SURVIVE?**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPECIAL
HEROES REBORN
UPDATE INSIDE!

Pollina
-
La Rosa

AVENGERS
IMPACT 2

MARVEL
COMICS

X-MEN SEPT '96
58

...BEFORE THE DAWN

"RUN, BOY
RUN!"

WHEN KING ARTHUR SHOUTED THOSE
WORDS TO THE BOY, TOM OF WARWICK, IT
WAS A CALL TO ARMS ACROSS THE LAND.

FOR THOUGH CAMELOT
HAD FALLEN, ARTHUR KNEW
THAT HIS DREAM... HIS
HOPE... WOULD LIVE ON
IN THE YOUNG.

THE DARING.

A LOEB • CASTRILLO • LAROSA
COMICRAFT • JAVINS • MALIBU
HARRAS PRODUCTION

HUNDREDS OF YEARS LATER,
CHARLES FRANCIS XAVIER
HAD A DIFFERENT DREAM.

ONE WHERE MUTANTS --
MEN AND WOMEN WITH
STRANGE AND OFTEN
FRIGHTENING POWERS --

-- COULD PEACEFULLY
CO-EXIST WITH A
GROWING HUMANITY
THAT WOULD OFTEN
FEAR AND HATE THEM.

TOWARD THAT END, HE
RECRUITED TWO TEAMS
OF THE UNIQUE CHILDREN
OF THE ATOM.

HE NAMED THE FIRST
THE UNCANNY X-MEN.

AND THE SECOND,
THE NEW MUTANTS.

TODAY, THE NEW MUTANTS
ARE CALLED...

**X
FORCE**

PRESENTED
BY
**STAN
LEE**

AND THE
DREAM?

THE DREAM HAS BECOME
A NIGHTMARE NAMED

ONSLAUGHT





THIS, THEN, IS A YESTERDAY AMONG YESTERDAYS.

A TIME IN YOUNG ROBERTO DaCOSTA'S LIFE WHEN ALL HE HAD TO WORRY ABOUT WAS AN OPENING DOWN FIELD.

FOR IN HIS NATIVE BRAZIL, SOCCER WAS THE SPORT OF KINGS --

-- AND WITH HIS SKILL, ROBERTO WAS ONE OF RIO DE JANEIRO'S PRINCES.

<DID YOU SEE, JULIANA?! BLESSED SAINTS, WHAT A MOVE!>
<MY SON IS AN ARTIST WITH THE FOOTBALL.>

JULIANA SANDOVAL DOES NOT ARGUE WITH ROBERTO'S FATHER, EMMANUEL.

IT IS A WONDERFUL THING TO BE YOUNG AND IN LOVE, AND HAVE THE ONE YOU LOVE BE LIKE A SHINING STAR THAT FELL TO EARTH.

TRANSLATED FROM THE PORTUGUESE - Bilingual Bob.



<YOU ARE FAST, PEDRO, BUT NOT FAST ENOUGH.>

SHOT. SCORE. GOAL! GOAL! GOAL!

THE CHAMPIONSHIP MATCH BETWEEN THE THUNDERBOLT OF THE VILAR SCHOOL AND THEIR ARCHRIVALS, THE DYNAMOS.

AT ANOTHER TIME, THIS GAME WOULD GO UNFINISHED. STOPPED BY THE STARTLING REVELATION THAT ROBERTO IS NOT AN ORDINARY BOY.

BUT, RATHER, THE SOLAR FURNACE CALLED SUNSPOT!

SEE MARVEL GRAPHIC NOVEL #4: THE NEW MUTANTS. A LONG TIME AGO! - Bob.



IN WHATEVER THIS PLACE IS, HOWEVER, ROBERTO WINS THE GAME.

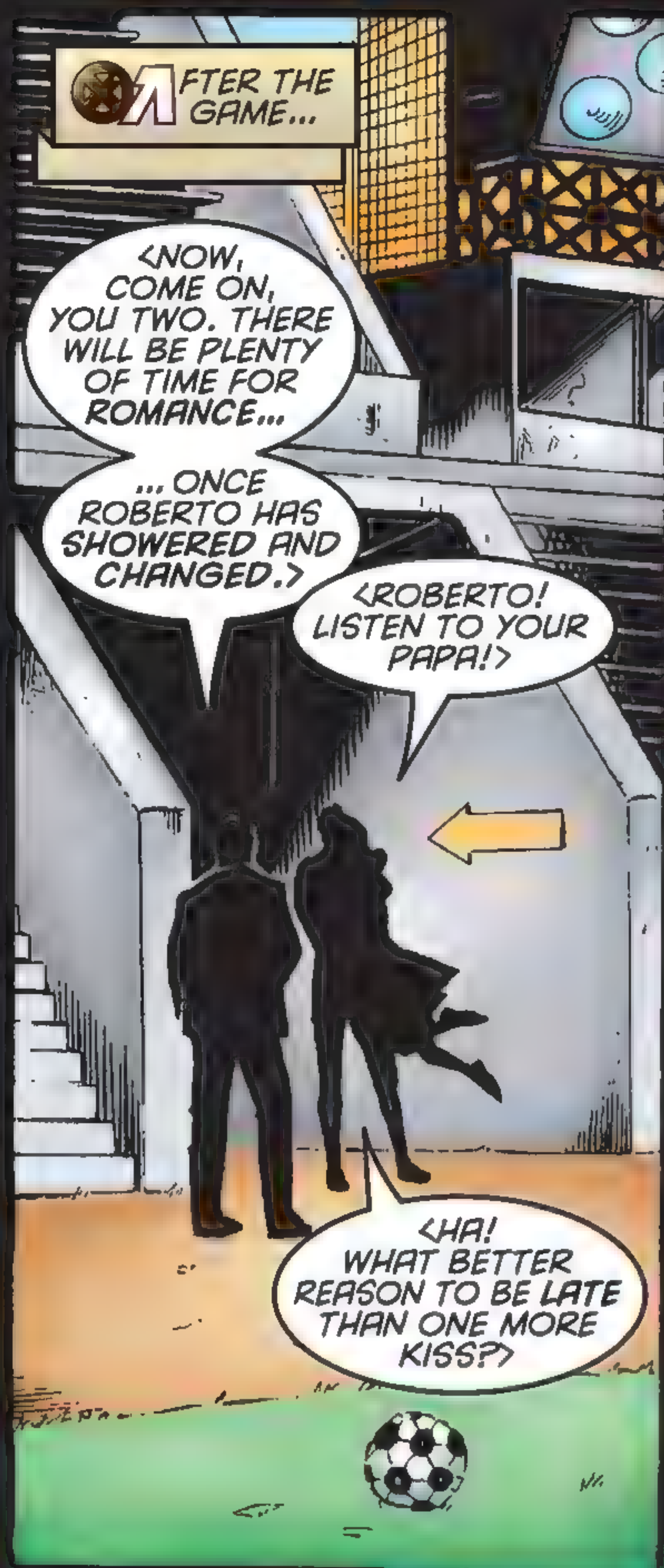
THE CROWD LOVES HIM FOR IT.

ROBERTO!

ROBERTO!

ROBERTO!

AND ROBERTO DaCOSTA IS HAPPY.



AFTER THE GAME...

<NOW, COME ON, YOU TWO. THERE WILL BE PLENTY OF TIME FOR ROMANCE...>

... ONCE ROBERTO HAS SHOWERED AND CHANGED.>

<ROBERTO! LISTEN TO YOUR PAPA!>

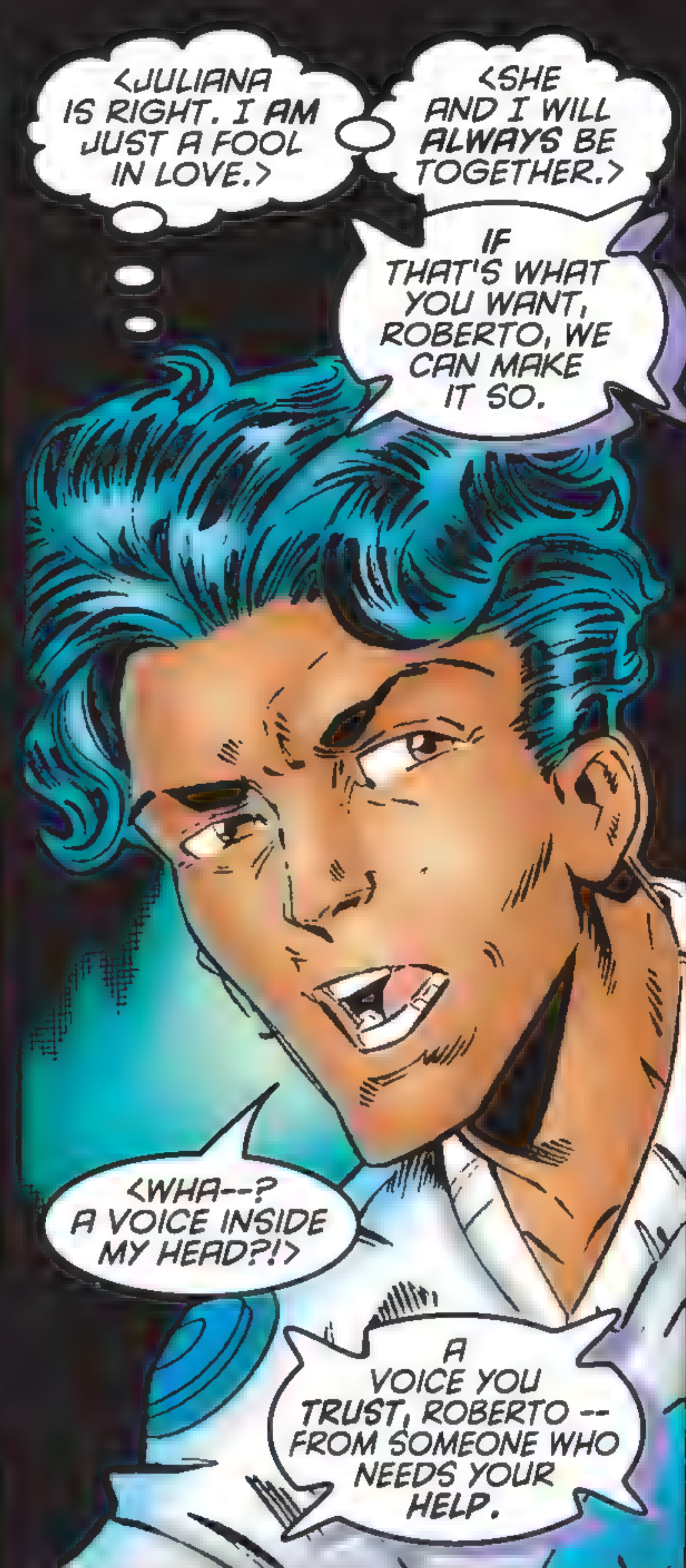
<HA! WHAT BETTER REASON TO BE LATE THAN ONE MORE KISS?>



<HONESTLY, SENOR DACOSTA SOMETIMES YOUR SON ACTS AS IF TODAY IS THE LAST TIME WE WILL BE TOGETHER.>

<DO NOT QUESTION LOVE, JULIANA. LIKE YOUR YOUTH, ENJOY IT WHILE IT LASTS.>

<YOU TWO WAIT RIGHT THERE AND I WILL BE RIGHT BACK.>



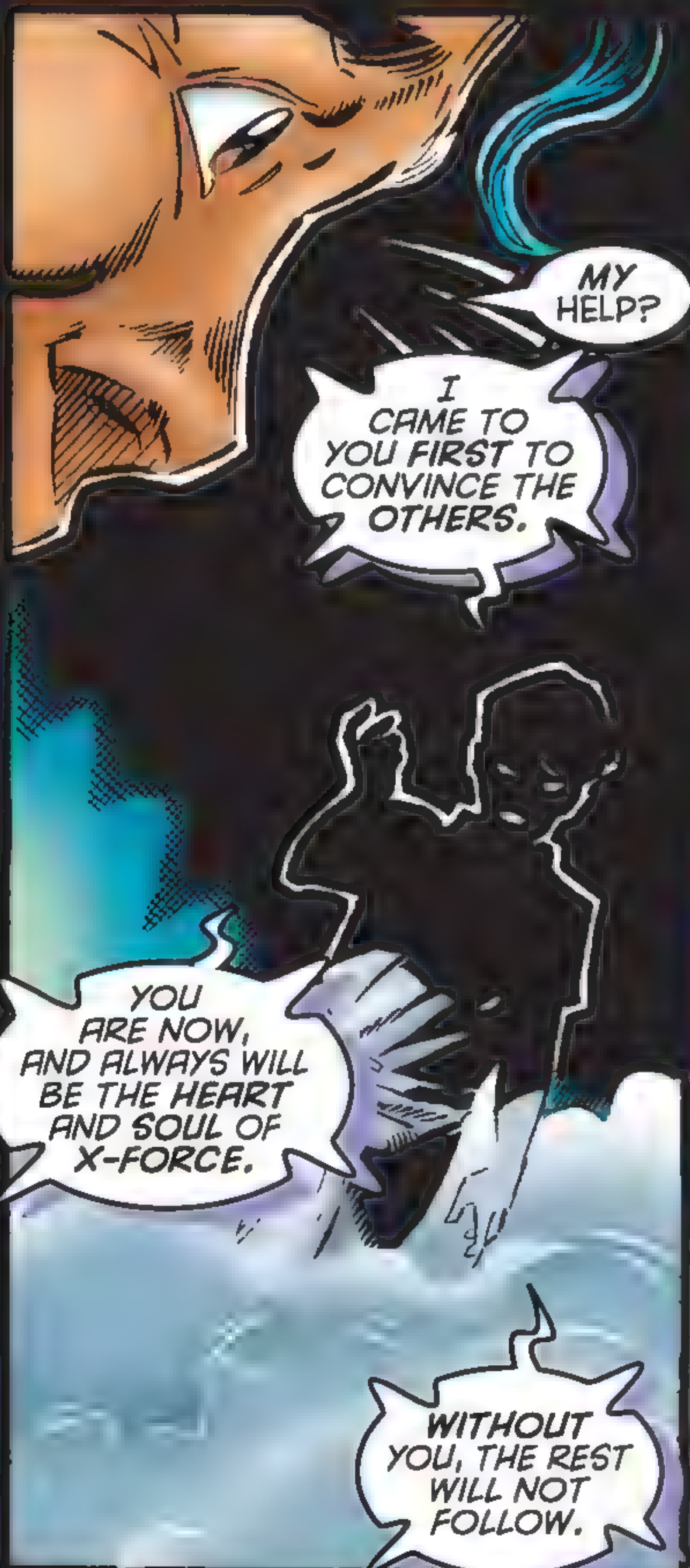
<JULIANA IS RIGHT. I AM JUST A FOOL IN LOVE.>

<SHE AND I WILL ALWAYS BE TOGETHER.>

IF THAT'S WHAT YOU WANT, ROBERTO, WE CAN MAKE IT SO.

<WHA--? A VOICE INSIDE MY HEAD?!>

A VOICE YOU TRUST, ROBERTO -- FROM SOMEONE WHO NEEDS YOUR HELP.



MY HELP?

I CAME TO YOU FIRST TO CONVINCE THE OTHERS.

YOU ARE NOW, AND ALWAYS WILL BE THE HEART AND SOUL OF X-FORCE.

WITHOUT YOU, THE REST WILL NOT FOLLOW.



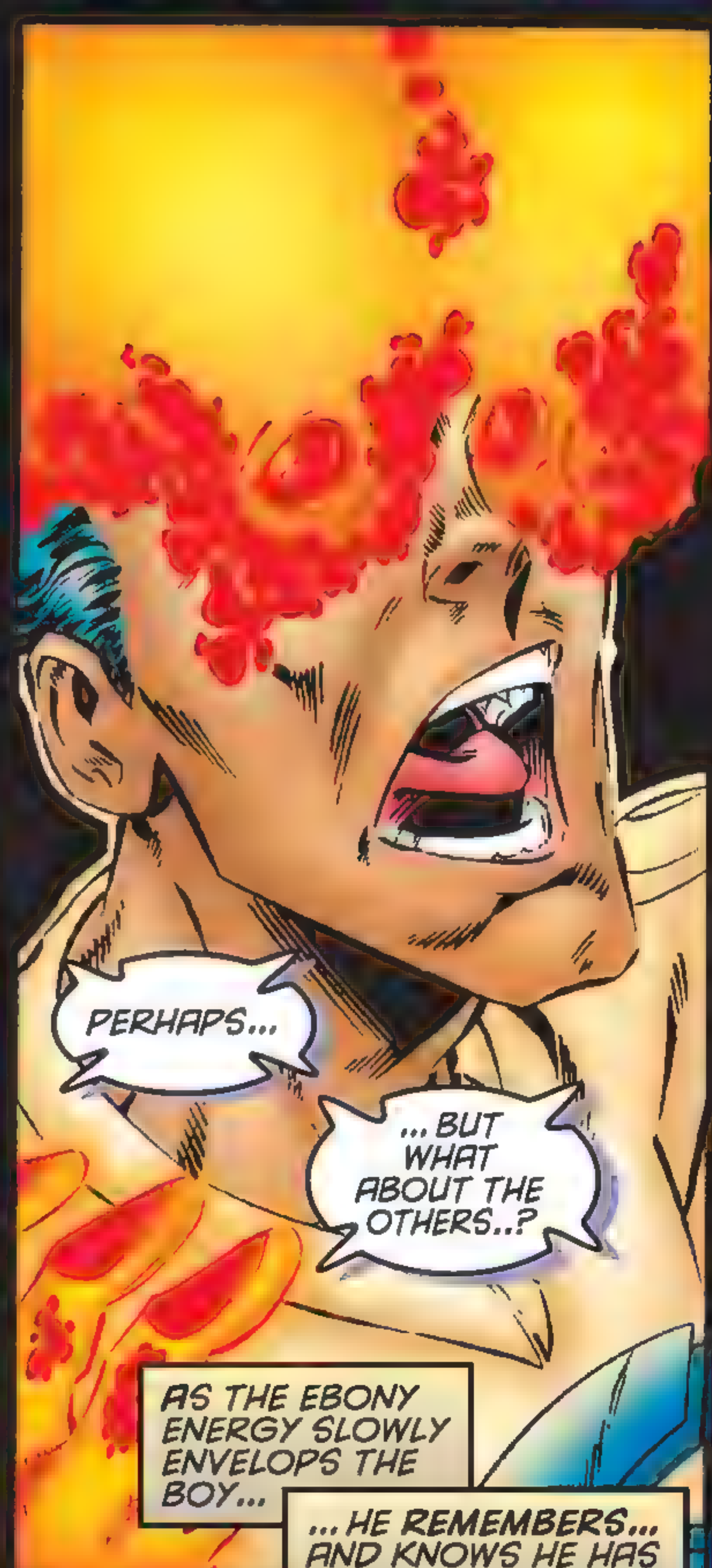
BUT... I WILL ALWAYS BE DIFFERENT...

... ALWAYS... AN OUTSIDER...

... WITHOUT MY FATHER...

... JULIANA...

... WITHOUT LOVE...

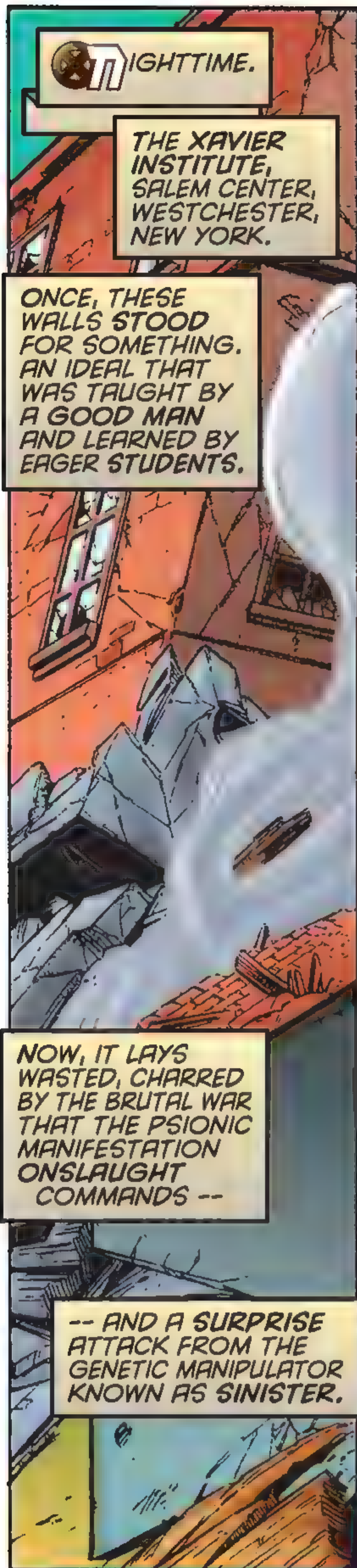


PERHAPS...

... BUT WHAT ABOUT THE OTHERS...?

AS THE EBONY ENERGY SLOWLY ENVELOPS THE BOY...

... HE REMEMBERS... AND KNOWS HE HAS NO CHOICE...



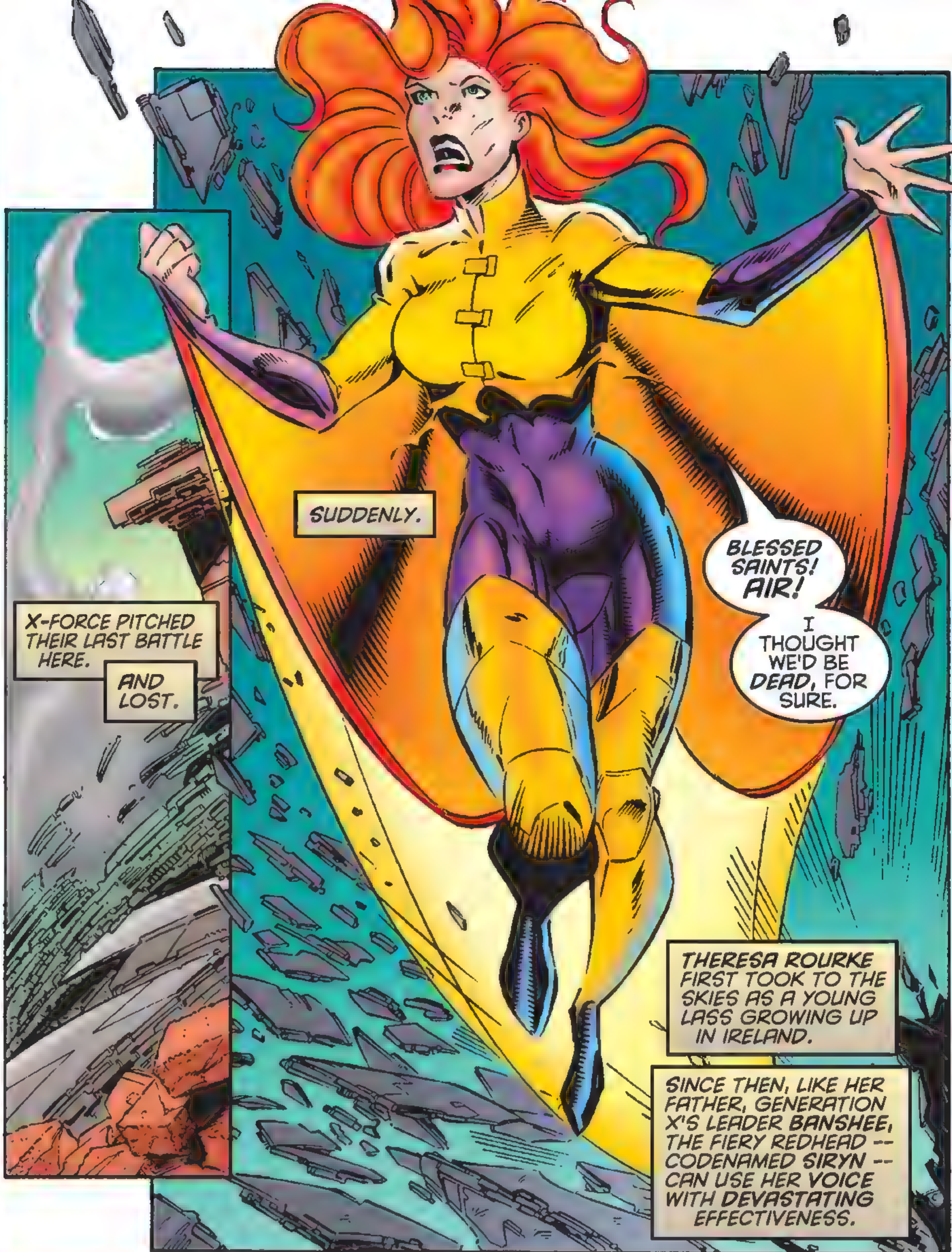
NIGHTTIME.

THE XAVIER INSTITUTE,
SALEM CENTER,
WESTCHESTER,
NEW YORK.

ONCE, THESE
WALLS STOOD
FOR SOMETHING.
AN IDEAL THAT
WAS TAUGHT BY
A GOOD MAN
AND LEARNED BY
EAGER STUDENTS.

NOW, IT LAYS
WASTED, CHARRED
BY THE BRUTAL WAR
THAT THE PSIONIC
MANIFESTATION
ONSLAUGHT
COMMANDS --

-- AND A SURPRISE
ATTACK FROM THE
GENETIC MANIPULATOR
KNOWN AS SINISTER.



SUDDENLY.

X-FORCE PITCHED
THEIR LAST BATTLE
HERE.

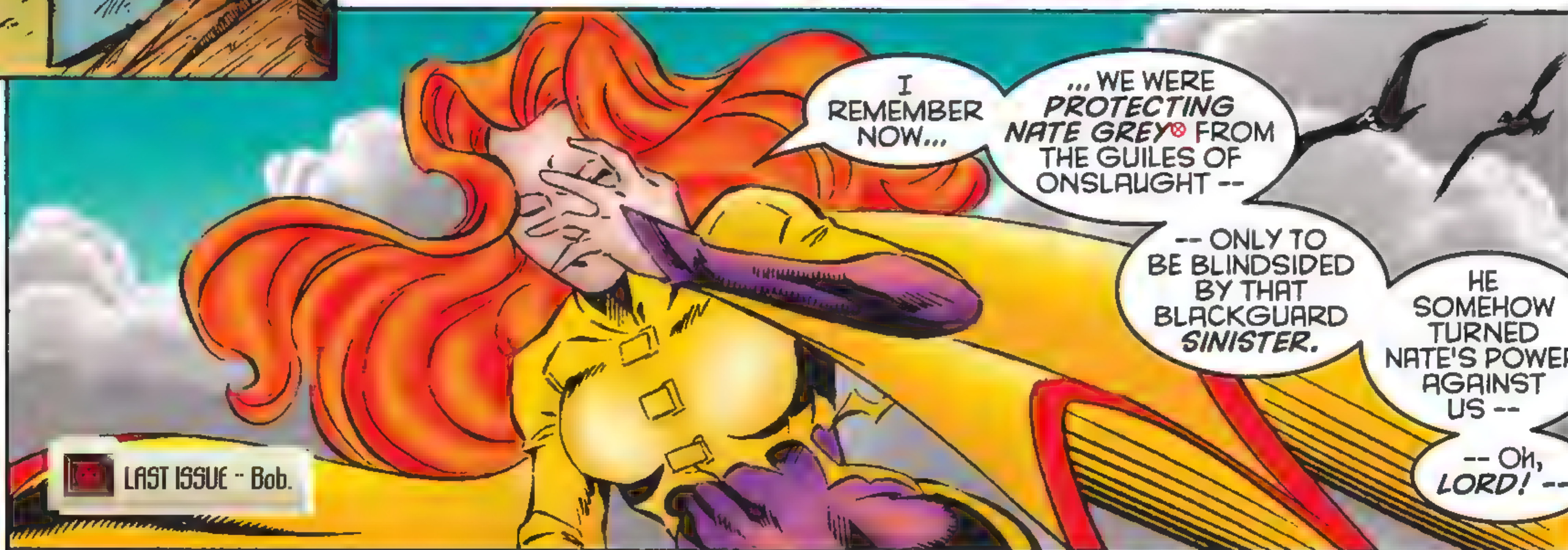
AND
LOST.

BLESSED
SAINTS!
AIR!

I
THOUGHT
WE'D BE
DEAD, FOR SURE.

THERESA ROURKE
FIRST TOOK TO THE
SKIES AS A YOUNG
LASS GROWING UP
IN IRELAND.

SINCE THEN, LIKE HER
FATHER, GENERATION
X'S LEADER BANSHEE,
THE FIERY REDHEAD --
CODENAMED SIRYN --
CAN USE HER VOICE
WITH DEVASTATING
EFFECTIVENESS.



I
REMEMBER
NOW...

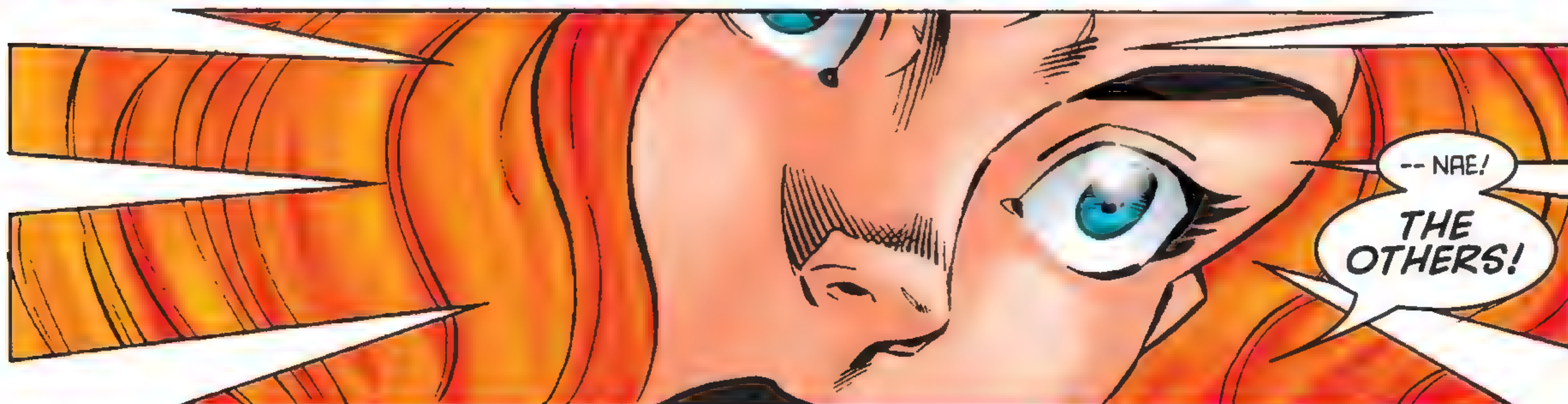
... WE WERE
PROTECTING
NATE GREY FROM
THE GUILDS OF
ONSLAUGHT --

-- ONLY TO
BE BLINDSIDED
BY THAT
BLACKGUARD
SINISTER.

HE
SOMEHOW
TURNED
NATE'S POWER
AGAINST
US --

-- OH,
LORD! --

LAST ISSUE - Bob.



-- NAE!

THE
OTHERS!



IF NOT FOR SIRYN'S SONIC SCREAM, THE SILENCE WOULD BE DEAFENING.

AND HER THOUGHTS TURN IRREVOCABLY TO PRAYERS SHE LEARNED AS A CHILD.

STAY CALM, TERRY, THEY'LL BE ALL RIGHT.

WE'VE BEEN IN WORSE SCRAPES THAN THIS.

COME ON, BOBBY, GIVE ME A SIGN.



NO PULSE. NO HEARTBEAT.

BUT NONE OF US KNOWS HOW HIS POWERS WORK --

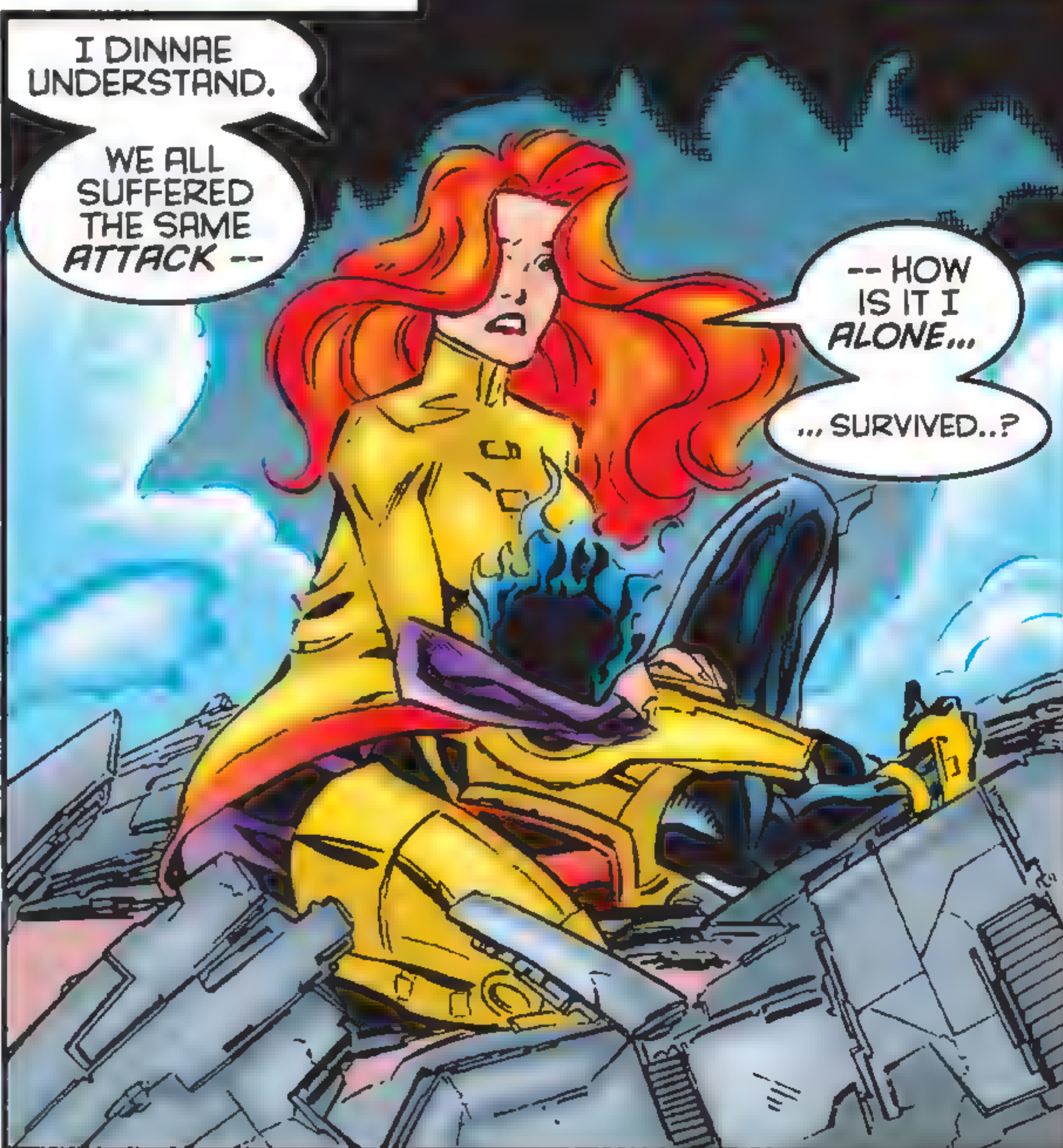
-- MAYBE, MAYBE I CANNAE HEAR HIS HEART.

I DINNAE UNDERSTAND.

WE ALL SUFFERED THE SAME ATTACK --

-- HOW IS IT I ALONE...

... SURVIVED...?





NAE.
WE
BEEN TRAINED
NAE TO GIVE
UP.
BUT,
WE NEED HELP
AND ALL THE
COMMUNICATIONS
EQUIPMENT ARE
SHOT.

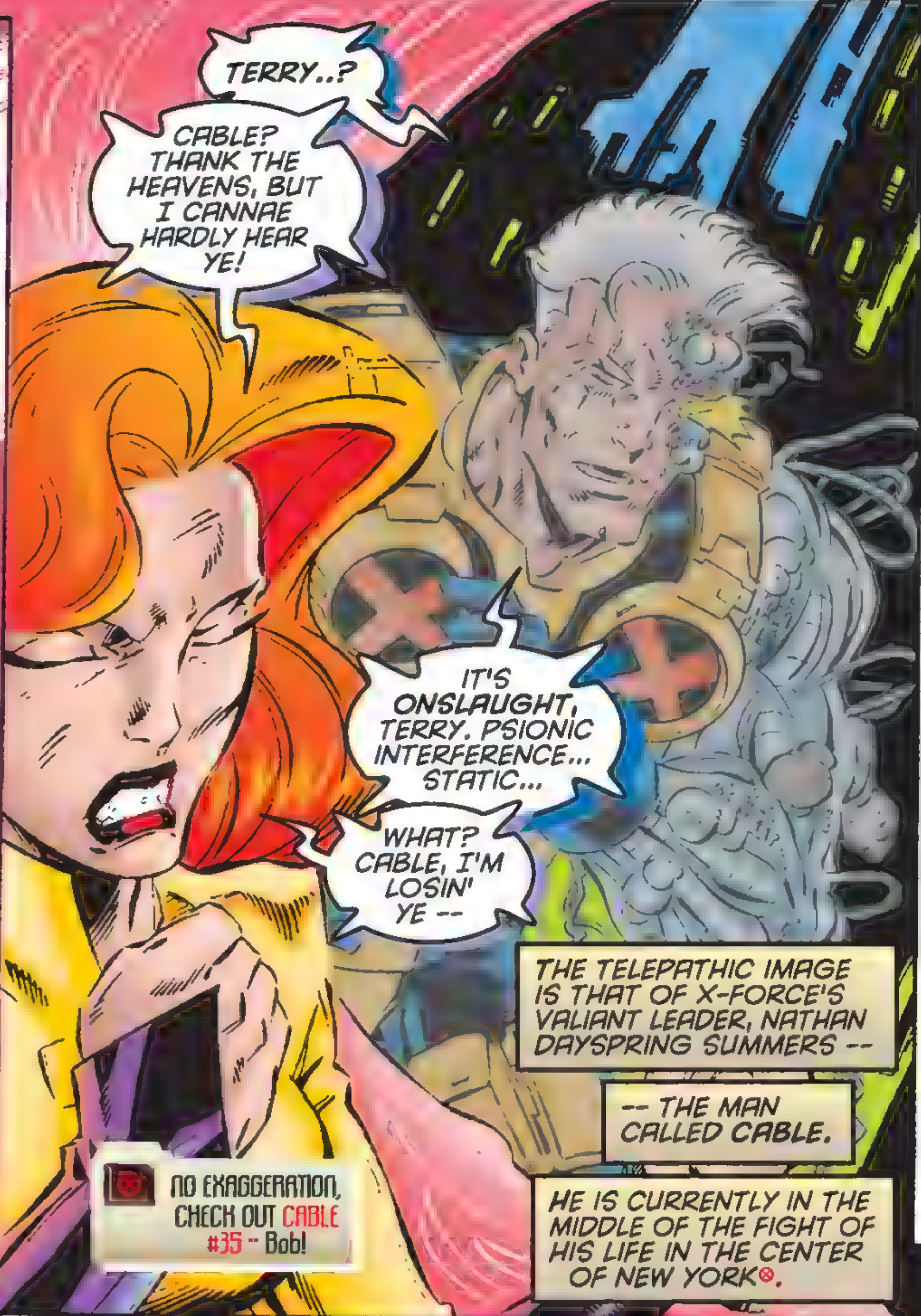


CABLE,
I DINNAE
KNOW IF'N WE'RE
STILL PSI-
LINKED --

-- OR
EVEN IF'N
YE CAN HEAR MY
THOUGHTS --

-- BUT,
WE NEED YE,
CABLE,
LIKE NEVER
BEFORE.

USING EVERY OUNCE
OF HER WILL POWER,
SIRYN REACHES OUT
WITH HER THOUGHTS...



TERRY...?
CABLE?
THANK THE
HEAVENS, BUT
I CANNAE
HARDLY HEAR
YE!

IT'S
ONSLAUGHT,
TERRY. PSIONIC
INTERFERENCE...
STATIC...

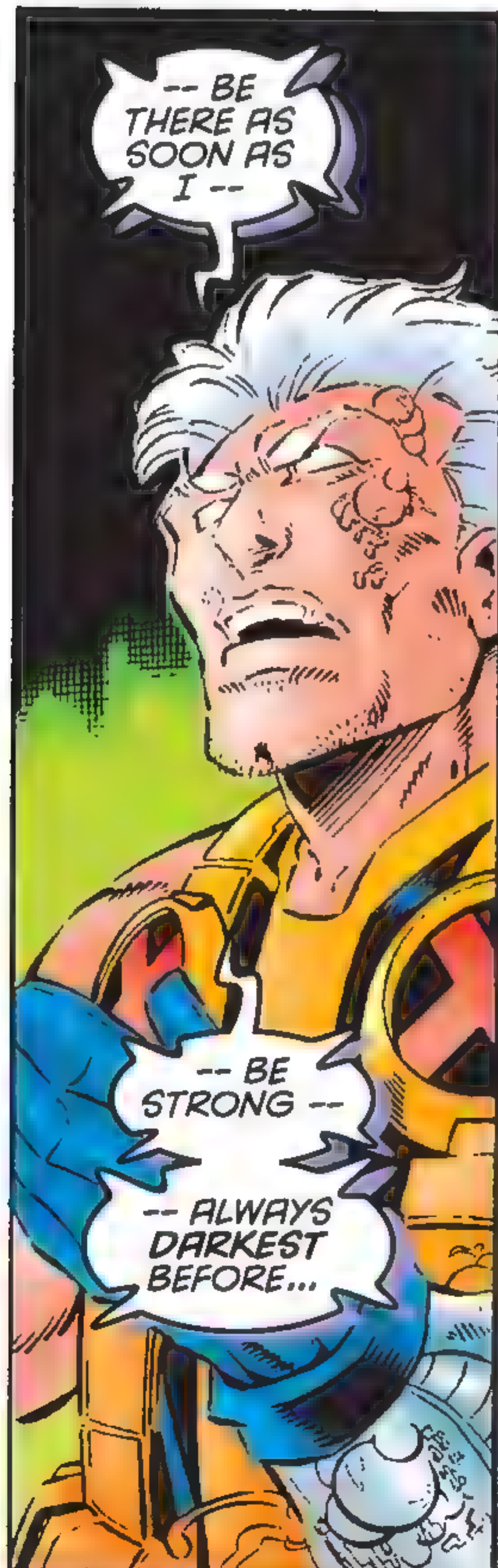
WHAT?
CABLE, I'M
LOSIN'
YE --

THE TELEPATHIC IMAGE
IS THAT OF X-FORCE'S
VALIANT LEADER, NATHAN
DAYSRING SUMMERS --

-- THE MAN
CALLED CABLE.

HE IS CURRENTLY IN THE
MIDDLE OF THE FIGHT
OF HIS LIFE IN THE CENTER
OF NEW YORK.

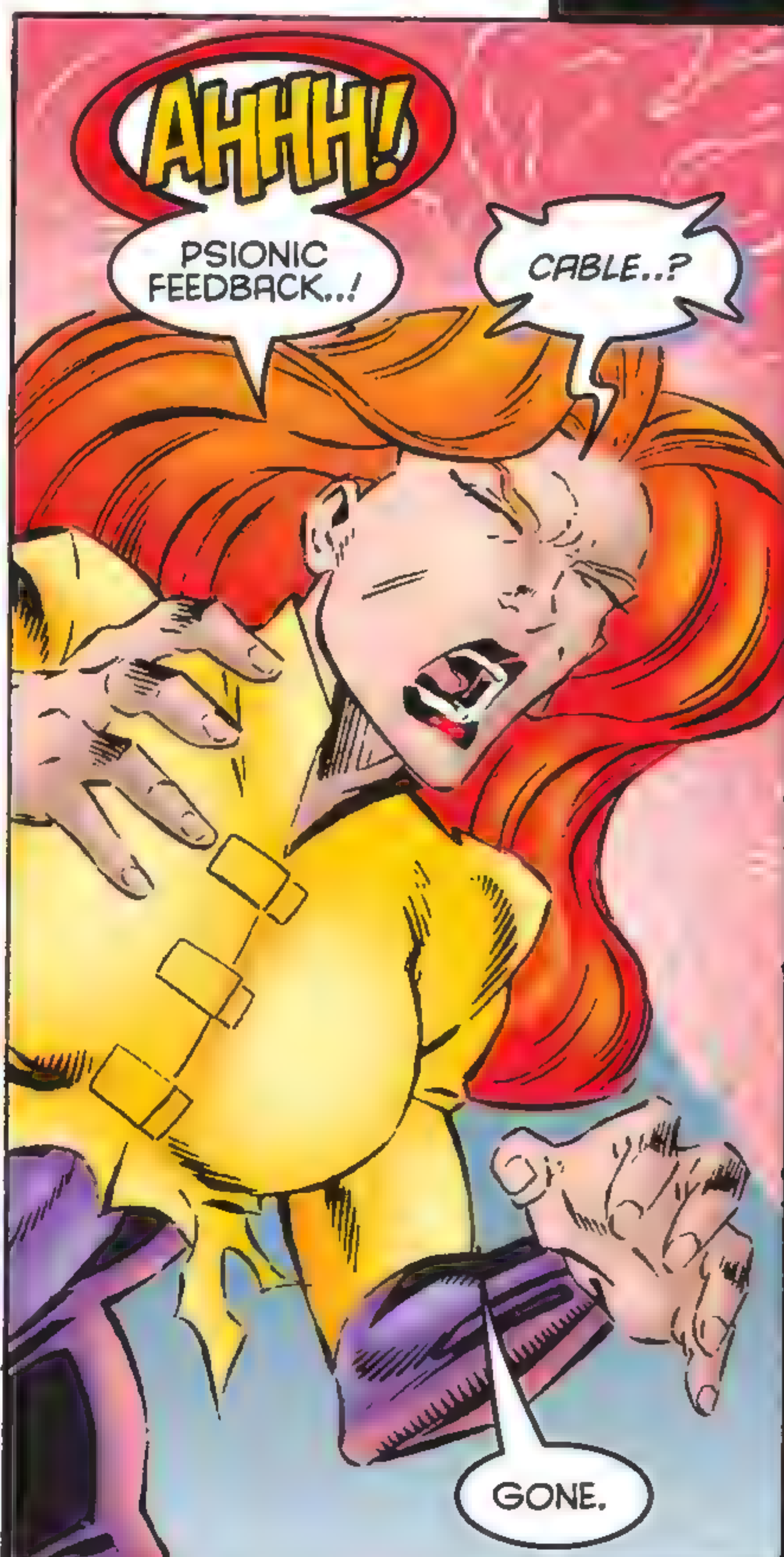
NO EXAGGERATION,
CHECK OUT **CABLE**
#35 -- Bob!



-- BE
THERE AS
SOON AS
I --

-- BE
STRONG --

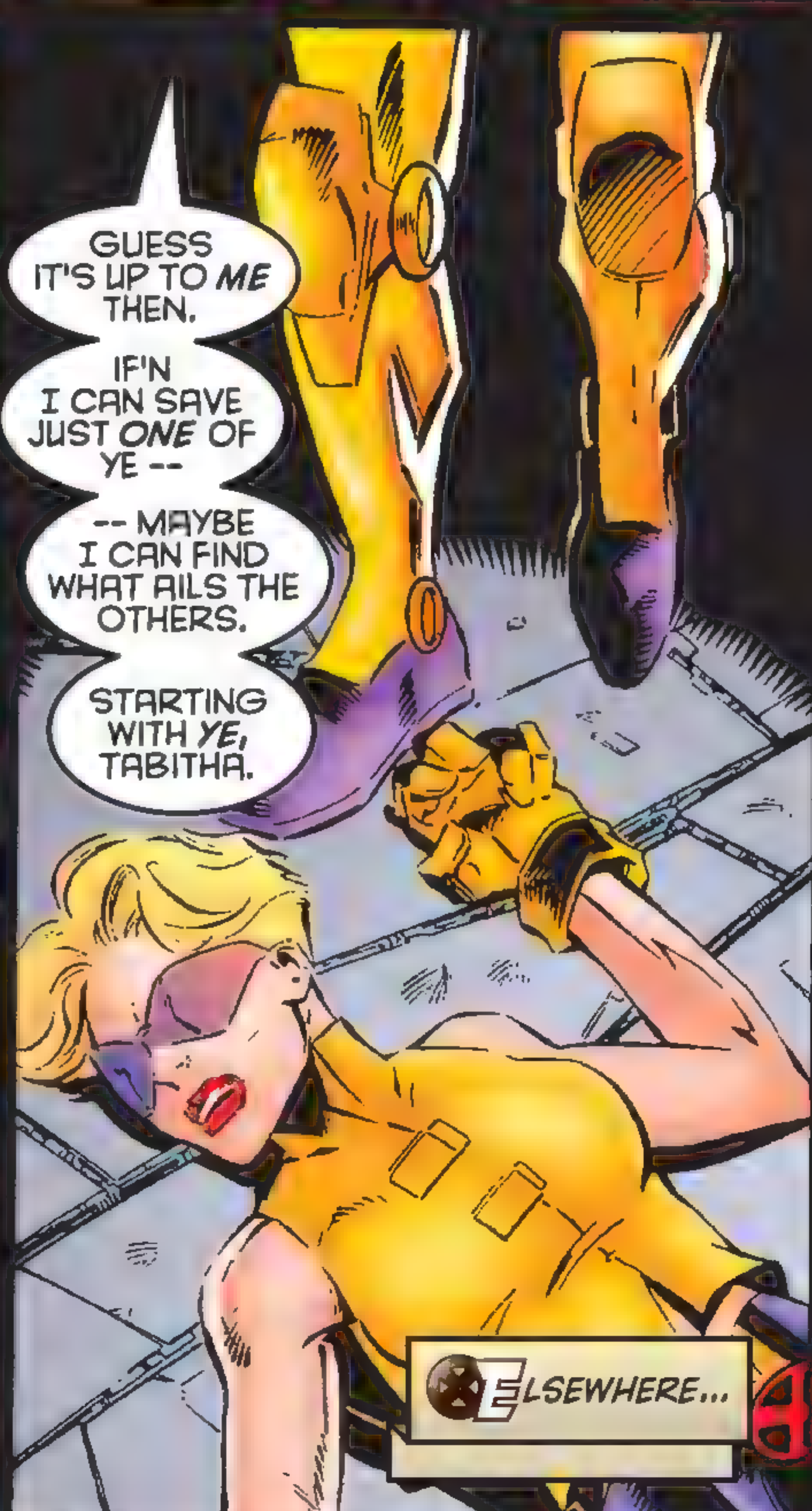
-- ALWAYS
DARKEST
BEFORE...



AHHH!
PSIONIC
FEEDBACK...!

CABLE...?

GONE.



GUESS
IT'S UP TO ME
THEN.

IF'N
I CAN SAVE
JUST ONE OF
YE --

-- MAYBE
I CAN FIND
WHAT AILS THE
OTHERS.

STARTING
WITH YE,
TABITHA.

ELSEWHERE...

THE YOUNG WOMAN CALLED MELTDOWN HAS AN AUTHORITY IN HER TONE SHE ONLY RECENTLY ACQUIRED.

ONCE, TABITHA SMITH WAS A CONFUSED, SHAKEN GIRL WHO COULD BE EASILY TAKEN ADVANTAGE OF... ABUSED EVEN.

THE LAST OF THEM WENT TOO FAR.

C'MON, VIC, IT'S NOT LIKE YOU DON'T HAVE IT COMIN' TO YOU.

OFTEN HER TORMENTORS WERE MEN.

WHEN NO ONE ELSE THOUGHT THE MURDEROUS SABRETOOTH DESERVED ANOTHER CHANCE, TABITHA WENT OUT ON A LIMB FOR HIM.

AND HE BETRAYED THAT TRUST BRUTALLY.

VICIOUSLY.

GET UP.

POW

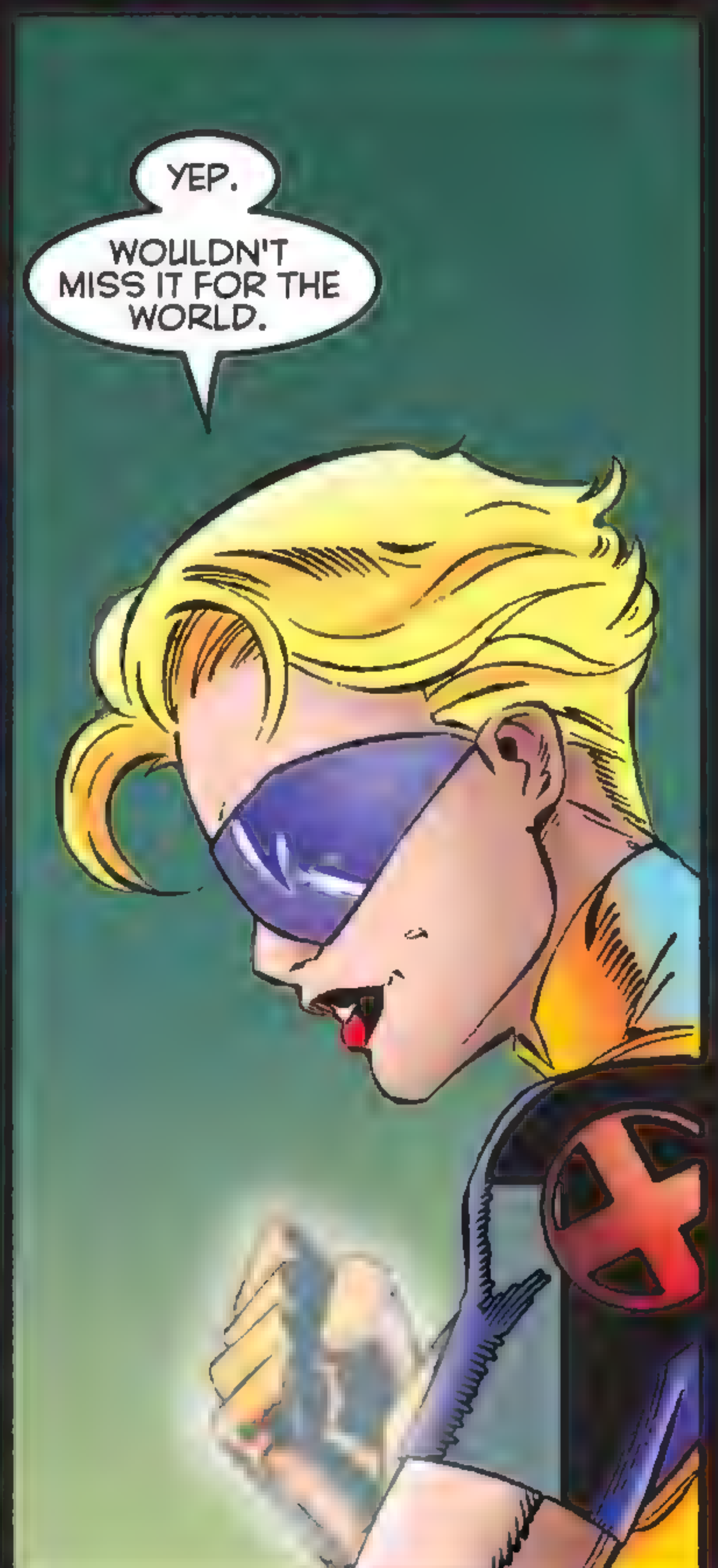
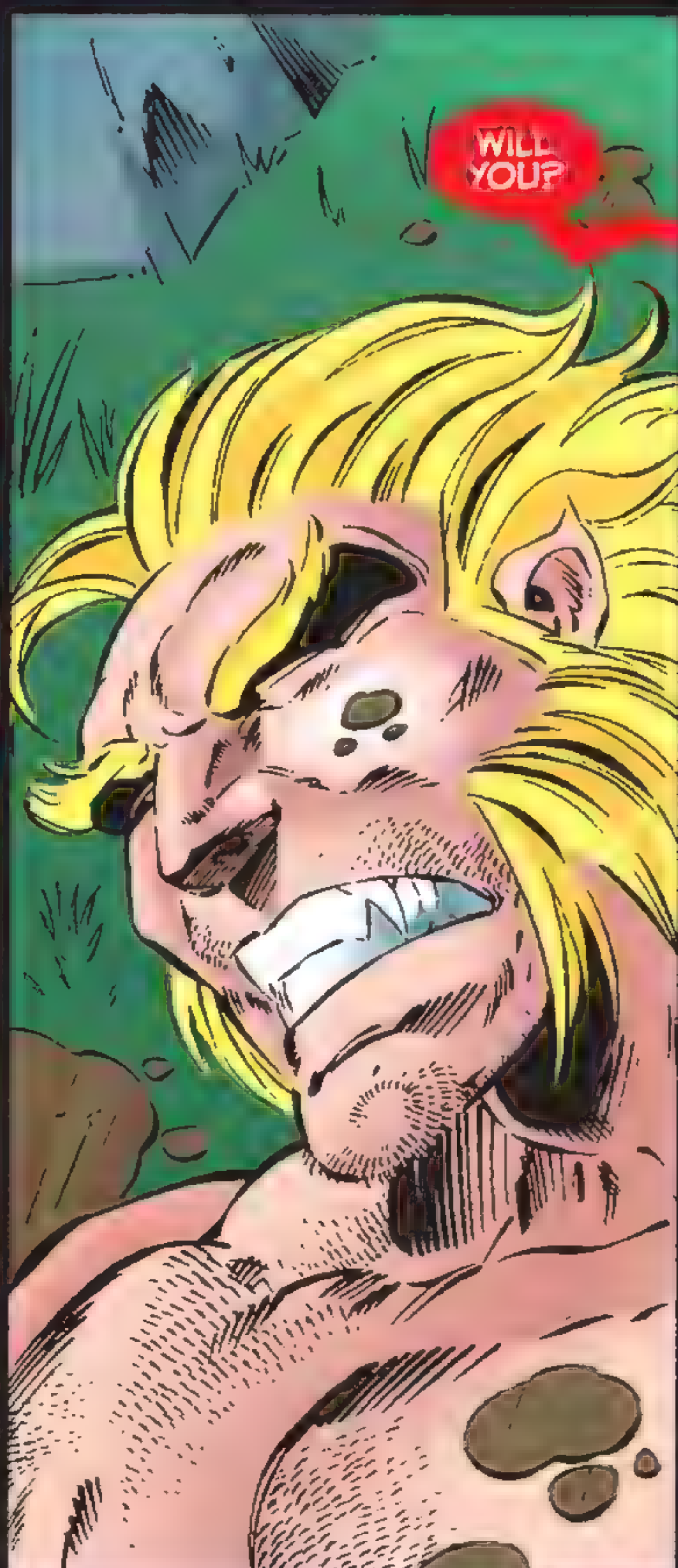
SEE X-FORCE #45-48, UNCANNY X-MEN #328 AND THE SABRETOOTH SPECIAL. - Whew! Bob.

WIMP.

LET'S GO AGAIN.

SHE KNOWS SHE JUST KILLED HIM. IT WOULD SEEM IMPLAUSIBLE THAT HE WOULD DO ANYTHING EVER AGAIN.





A LONG TIME AGO,
IN A GALAXY
FAR, FAR AWAY.

A STORY WHICH HAS BEEN
TOLD A THOUSAND,
THOUSAND TIMES
UNFOLDS AGAIN.

A ROCKET SHIP SPIRALS
TOWARD EARTH.

ITS SOLE PASSENGER
THE LAST, BEST HOPE
FOR A NEW GENERATION.

TRAGICALLY, THE
SHIP **CRASHES**
IN A NEBRASKAN
CORNFIELD.

AMAZINGLY, NO
ONE IS HURT.

STOP
THE CAR,
NATHAN!
STOP THE
CAR!

STAB
MY EYES,
BEATRICE! HE'S
ALIVE!

CALIBAN
LIKES THIS
PART THE
BEST.

BOOM

SOON...

CALIBAN
FIXED THE
TRACTOR, PA-
NATHAN. JUST
LIKE PA-NATHAN
ASKED.

YOU'VE
DONE GOOD,
LAD.

EVER
SINCE YOU'VE
COME TO STAY
WITH US, CAL,
THINGS JUST
HAVE A HABIT OF
FALLING INTO
PLACE.

CALIBAN
LIKES IT
HERE.

CALIBAN
GUESSES THIS
IS ALL HE EVER
WANTED.

IN ANOTHER TIME, ANOTHER
PLACE, THE MUTANT TRACKER
WITH A CHILDLIKE SENSIBILITY
CALLED CALIBAN WAS AMONG
THE LAST OF A SLAUGHTERED
GROUP OF MUTANTS KNOWN
AS MORLOCKS.

THEY LIVED IN THE
SEWERS BENEATH
NEW YORK AND HID
IN THE SHADOWS.

Uh-Oh.

CALIBAN
SENSES...

... MUTANTS?!

CALIBAN
WILL BE RIGHT
BACK.

FRIEND SUNSPOT!

HAVE YOU COME TO STAY WITH CALIBAN, TOO? THERE IS *LOTS* OF ROOM IN THE BARN.

CALIBAN.

I DO NOT KNOW IF YOU WILL UNDERSTAND THIS.

BUT YOU NEED TO COME WITH US.

WE NEED YOUR CHILDISH SENSE OF HOPE THAT THERE WILL BE A BRIGHTER TOMORROW.

ONE SEC. "T" ON THE FIELD.

CAL, WHAT *IS* ALL THIS?

I MEAN, *THIS* NEVER HAPPENED IN *YOUR* LIFE!

DOES THAT MATTER IF IT MAKES CALIBAN HAPPY?

AND NOW, YOU WANT CALIBAN TO GO WITH HIS FRIENDS TO THAT *OTHER* PLACE.

WHERE ONSLAUGHT IS...

NO, CALIBAN, WHERE WE ARE HEADED, ONSLAUGHT CAN NEVER HURT YOU.

CALIBAN KNOWS YOU. CALIBAN JUST CAN'T REMEMBER WHO ---

I'M A FRIEND, TOO, CALIBAN. ONE YOU HAVE TRUSTED FOR YEARS.

CALIBAN DOES NOT UNDERSTAND...

AT THE SAME TIME.

CALIBAN, YE BIG LUG, WAKE UP!

WAP

'TIS NAE GOING WELL. THE WHOLE TEAM IS SLIPPIN' AWAY FROM ME...



IN A TIME THAT NEVER WAS... A HOMELAND THAT IS NEAR FORGOTTEN...

AN APACHE RESERVATION.

THE HOME OF JOHN AND JIMMY PROUDSTAR.

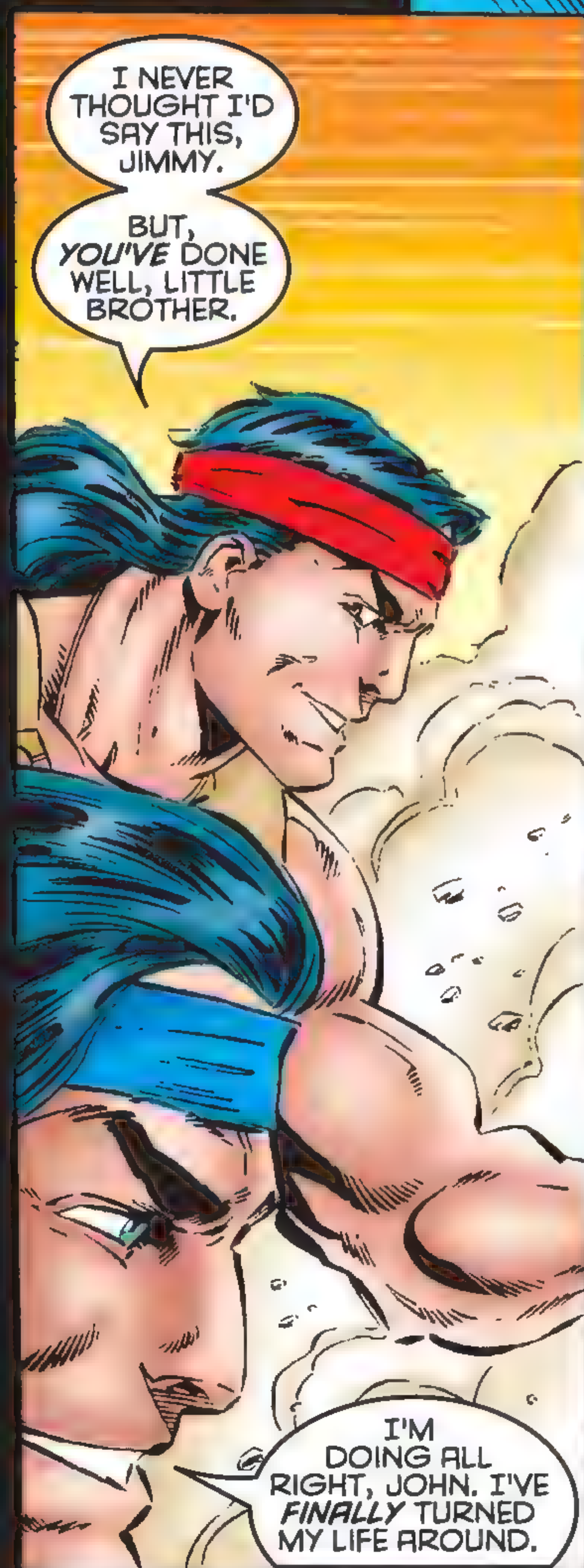
JOHN PROUDSTAR, THE FORMER X-MAN, **THUNDERBIRD**, WHO DIED ON ONE OF THEIR FIRST MISSIONS --

-- NEVER ABLE TO SEE THE INSPIRATION HE WOULD BRING TO HIS YOUNGER BROTHER --

-- THE STRENGTH AND SPEED OF X-FORCE KNOWN AS **WARPATH**.



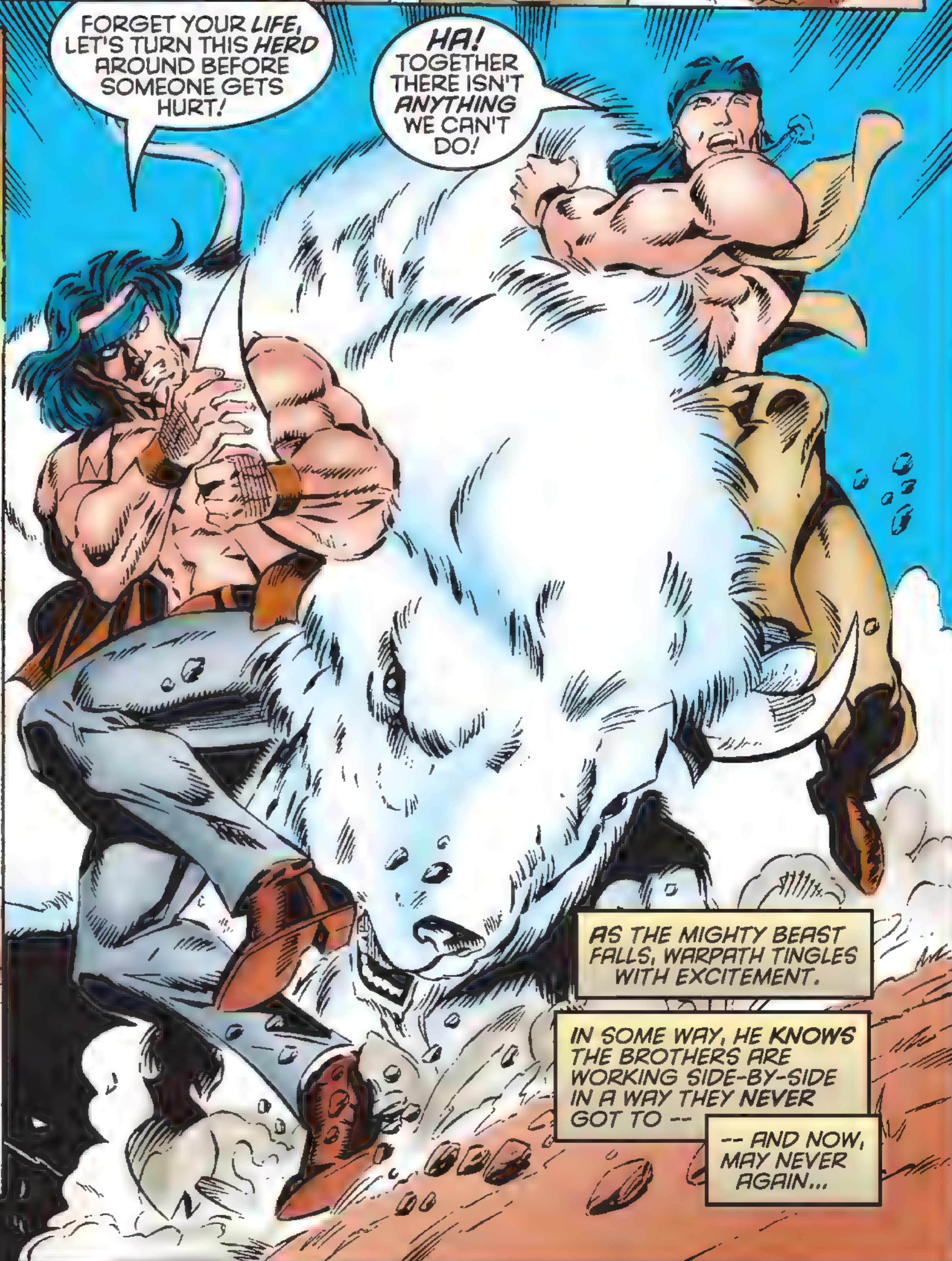
WARPATH BACK IN **UNCANNY X-MEN** #95 - Bob.



I NEVER THOUGHT I'D SAY THIS, JIMMY.

BUT, YOU'VE DONE WELL, LITTLE BROTHER.

I'M DOING ALL RIGHT, JOHN. I'VE **FINALLY** TURNED MY LIFE AROUND.



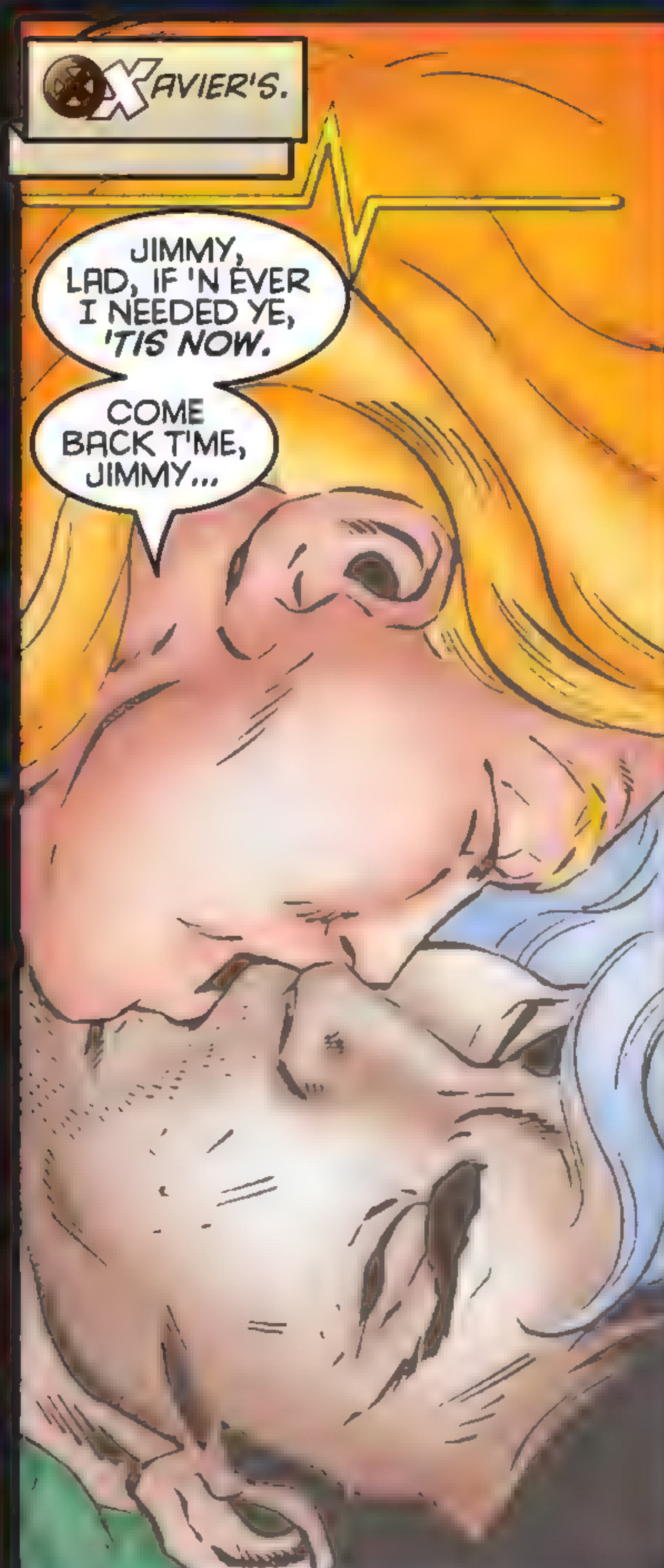
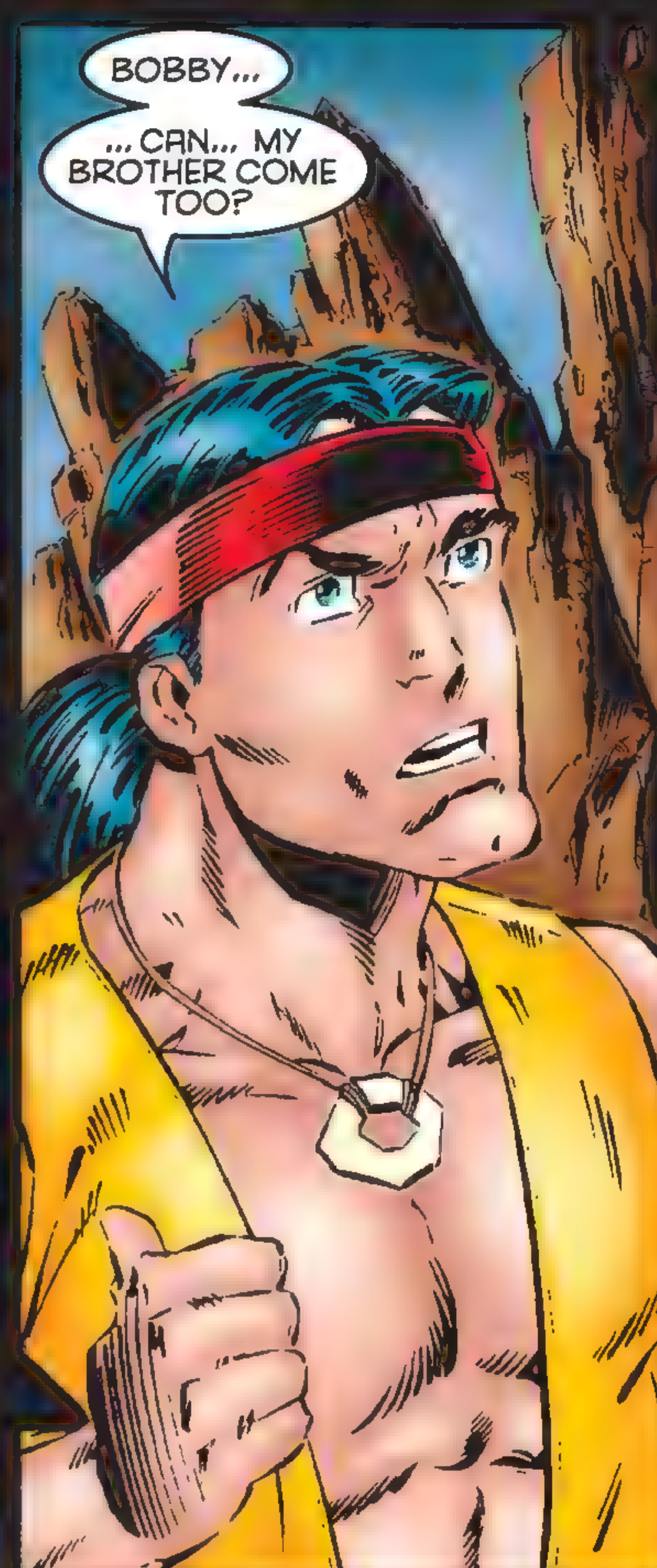
FORGET YOUR LIFE, LET'S TURN THIS HERD AROUND BEFORE SOMEONE GETS HURT!

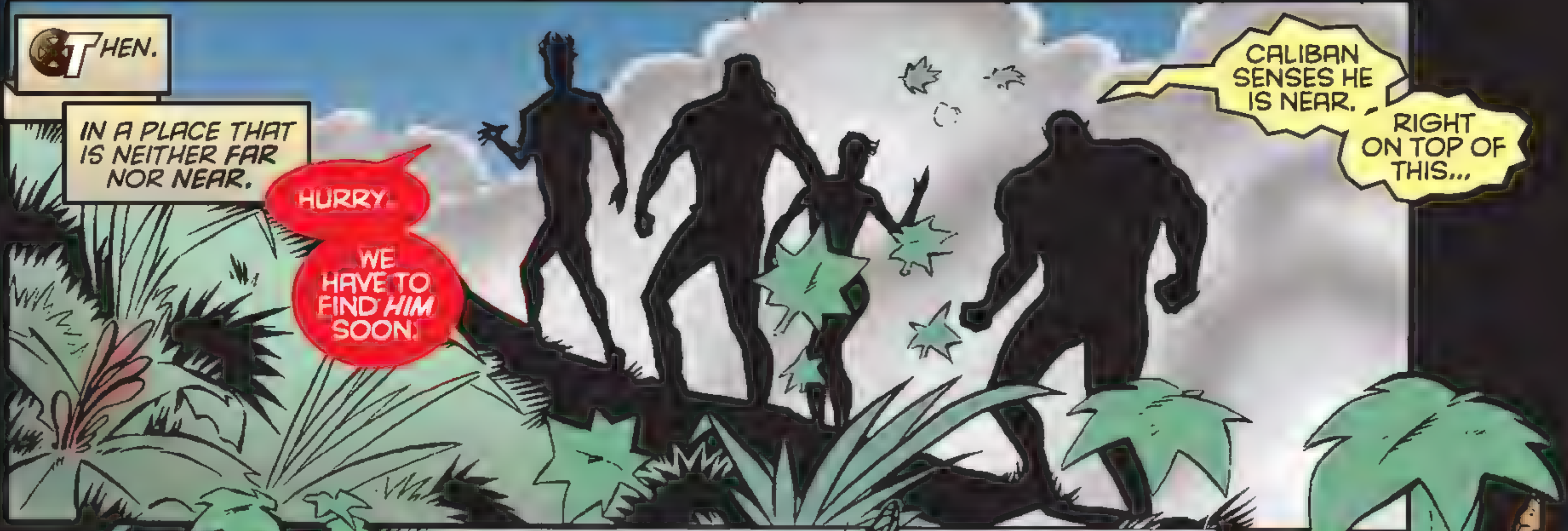
HA! TOGETHER THERE ISN'T ANYTHING WE CAN'T DO!

AS THE MIGHTY BEAST FALLS, WARPATH TINGLES WITH EXCITEMENT.

IN SOME WAY, HE KNOWS THE BROTHERS ARE WORKING SIDE-BY-SIDE IN A WAY THEY NEVER GOT TO --

-- AND NOW, MAY NEVER AGAIN...





THEN.

IN A PLACE THAT IS NEITHER FAR NOR NEAR.

HURRY.

WE HAVE TO FIND HIM SOON.

CALIBAN SENSES HE IS NEAR.

RIGHT ON TOP OF THIS...



... HILL?

'STAR?!

SHATTER-STAR, WHAT HAVE YOU DONE WITH YOURSELF?



NOT A THING.

I HAVE MERELY TAKEN THE TIME OUT TO SMELL THE VEGETATION.

"ROSES". IT'S "SMELL THE ROSES."

YES!

THEY STARE WITH AWE, INTENDING TO FIND SHATTERSTAR UPON SOME BATTLEFIELD.

LIKE THE GREAT NORSE GODS, WHO LOOK FORWARD TO A PROMISED LAND CALLED VALHALLA, HE WOULD BE OUT WITH HIS BLADE DRAWN -- FIGHTING THE GOOD FIGHT.

WHAT ELSE WOULD ONE EXPECT FROM A WARRIOR BORN?



'STAR,
WILL YOU
COME WITH
US?



I DO
NOT THINK
SO.

BACK
THERE, THERE
ARE TOO MANY
UNANSWERED
QUESTIONS.

BEGINNING
WITH, "WHO AM I,
REALLY?"

HERE,
IT DOES NOT
MATTER.

I
AM ME.



WHAT?!

'STAR,
YOU GOTTA
COME WITH
US.

IT'S
ALL OR
NOTHIN'.

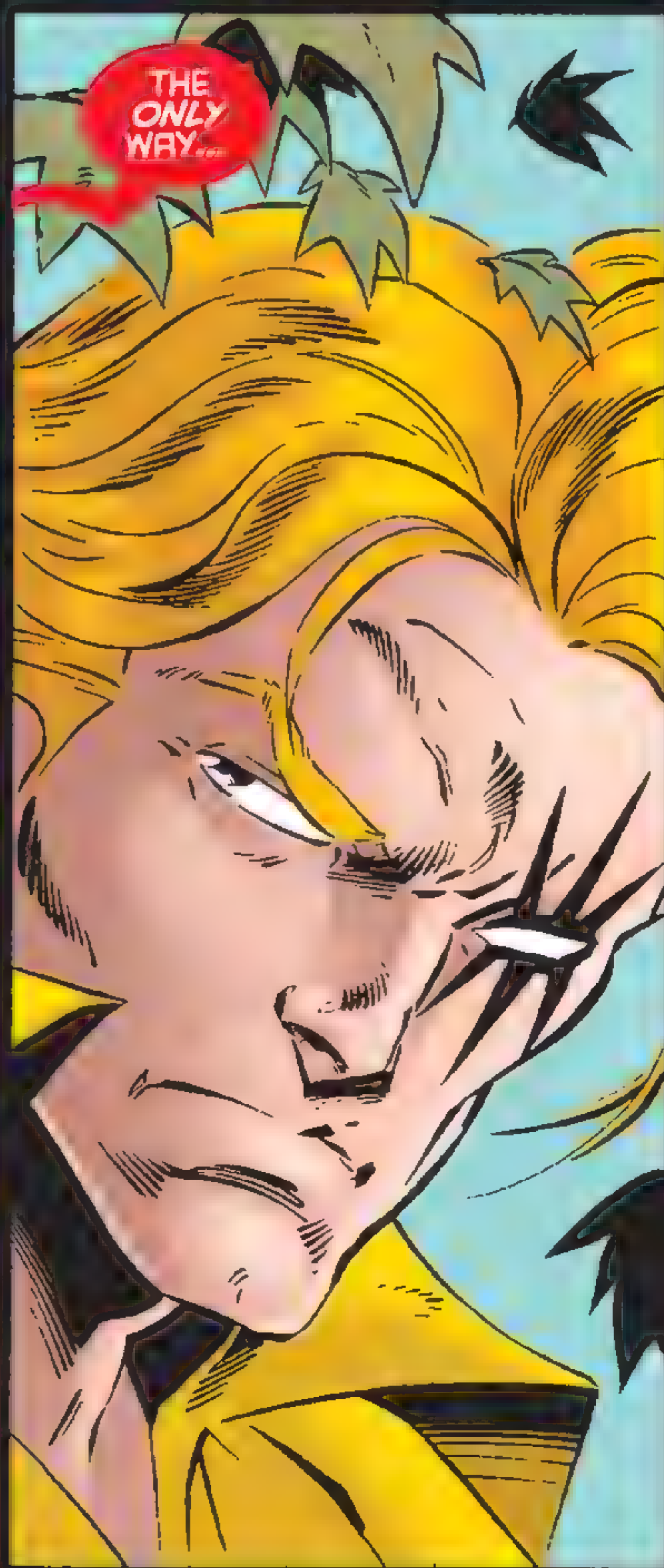


LOOK, *NOBODY* HAS MORE
REASON TO BE CONFUSED
ABOUT HIMSELF
THAN ME.

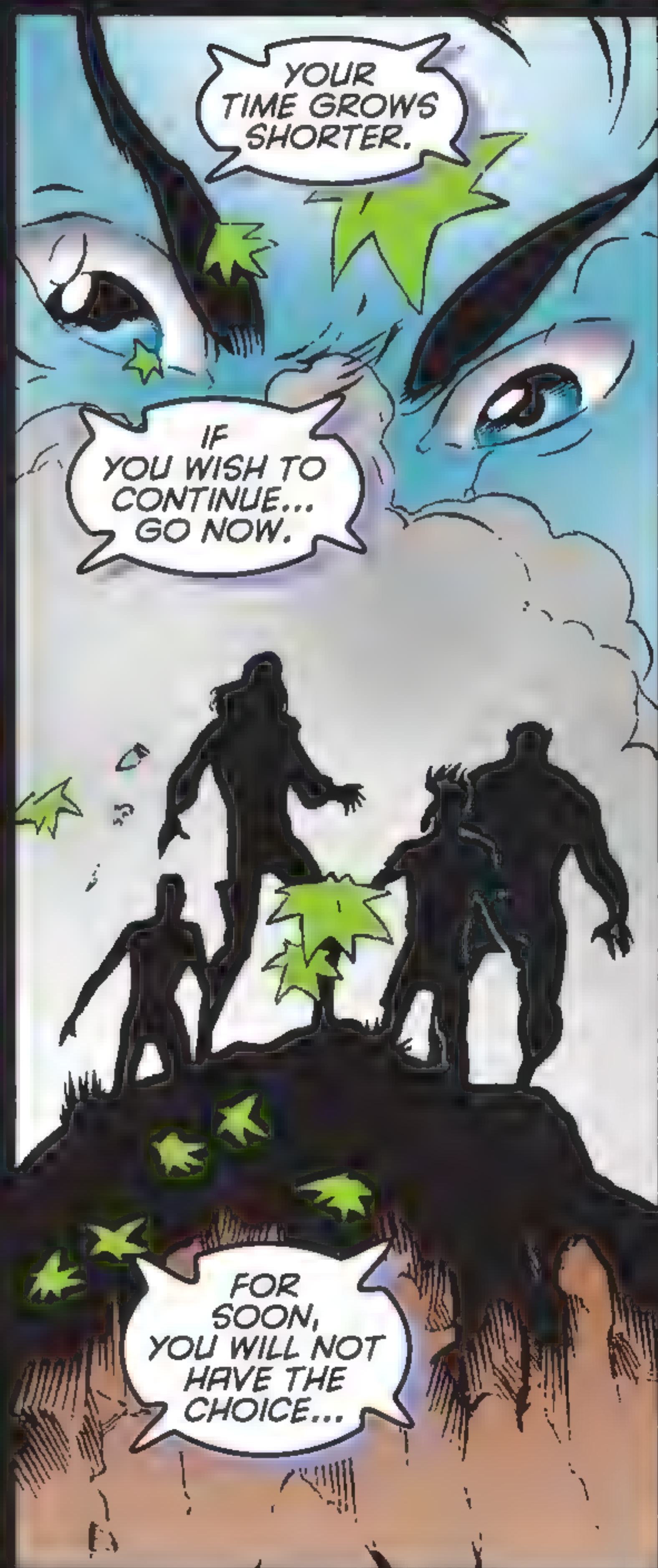
AND
I *RESPECT*
WHAT YOU
ARE GOING
THROUGH.

BUT,
YOU BRING A
PASSION TO THIS
TEAM -- A *PASSION*
WHICH IS *UNIQUELY*
YOURS.

IF
YOU *EVER* WISH
TO *LEARN* THE
ANSWERS ABOUT
YOUR LIFE, THE *ONLY*
WAY IS TO *COME*
WITH US.



THE
ONLY
WAY.



YOUR
TIME GROWS
SHORTER.

IF
YOU WISH TO
CONTINUE...
GO NOW.

FOR
SOON,
YOU WILL NOT
HAVE THE
CHOICE...

HER NAME IS
DOMINO,

SHE HAS BEEN
MANY THINGS IN
THIS LIFE.
MERCENARY.
BANDIT.
CO-LEADER OF
THIS BAND OF
MISFITS.

WHO'S
OUT
THERE?

AND
MUCH
MORE
THAN THAT
THEY DO NOT
EVEN KNOW ABOUT
HER. STARTING
WITH HER REAL
NAME.

US.



GO
AWAY.

I NEVER
WANTED ANY
PART OF
THIS.

THIS
WAS CABLE'S
DEAL, NOT
MINE.

I'LL
BE JUST FINE
HERE.

SO
WILL ALL
OF YOU.

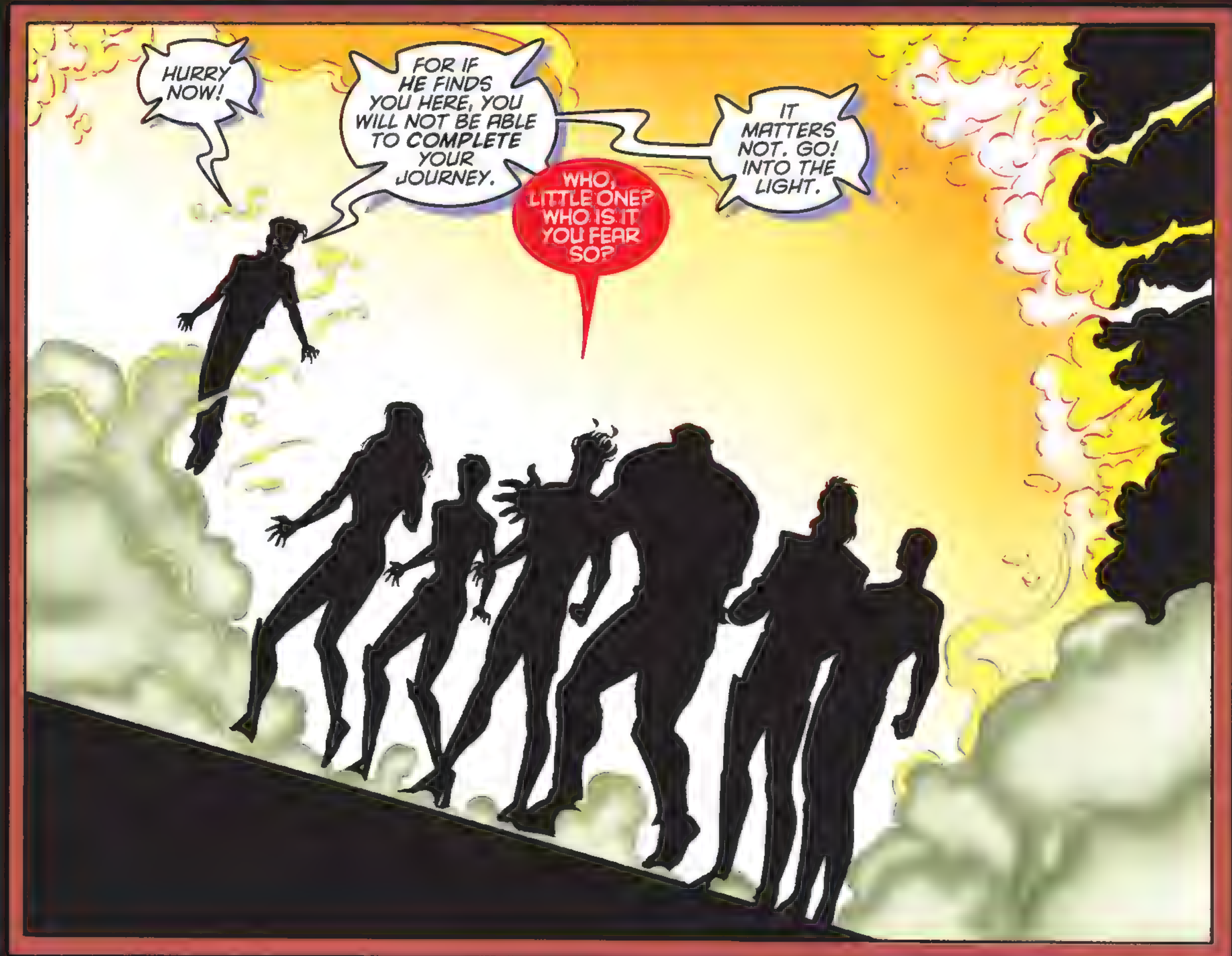
ALL
ALONE.

IN THE
DARK?

IS
THERE NOTHING
FROM YOUR LIFE THAT
YOU WOULD WANT
TO KEEP?

NOTHING
THAT WOULD
FILL THIS
EMPTINESS?







...THERE IS NOTHING MORE FOR YOU HERE.

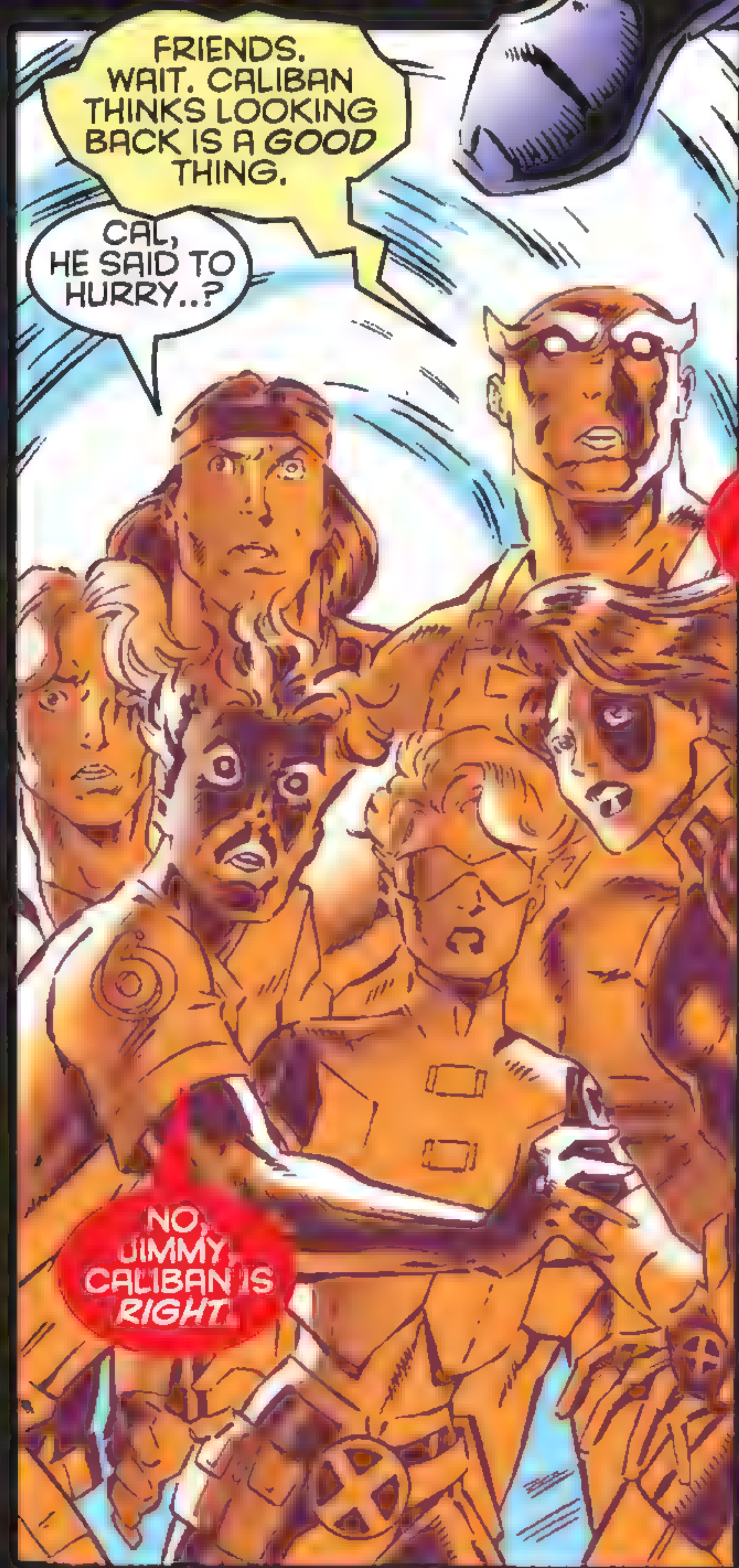
SO CERTAIN THAT THE NIGHT'S MANIPULATIONS ARE COMPLETE, THE GUIDE REVEALS HIMSELF TOO SOON.

FOR SUCH IS THE ARROGANCE OF THE ONE BEING WHO WOULD DESTROY THE FUTURE.

THE HOPE FOR TOMORROW.

THE NIGHTMARE THAT IS
ONSLAUGHT

...AND DO NOT LOOK BACK.



FRIENDS. WAIT. CALIBAN THINKS LOOKING BACK IS A GOOD THING.

CAL, HE SAID TO HURRY...?

NO, JIMMY, CALIBAN IS RIGHT.



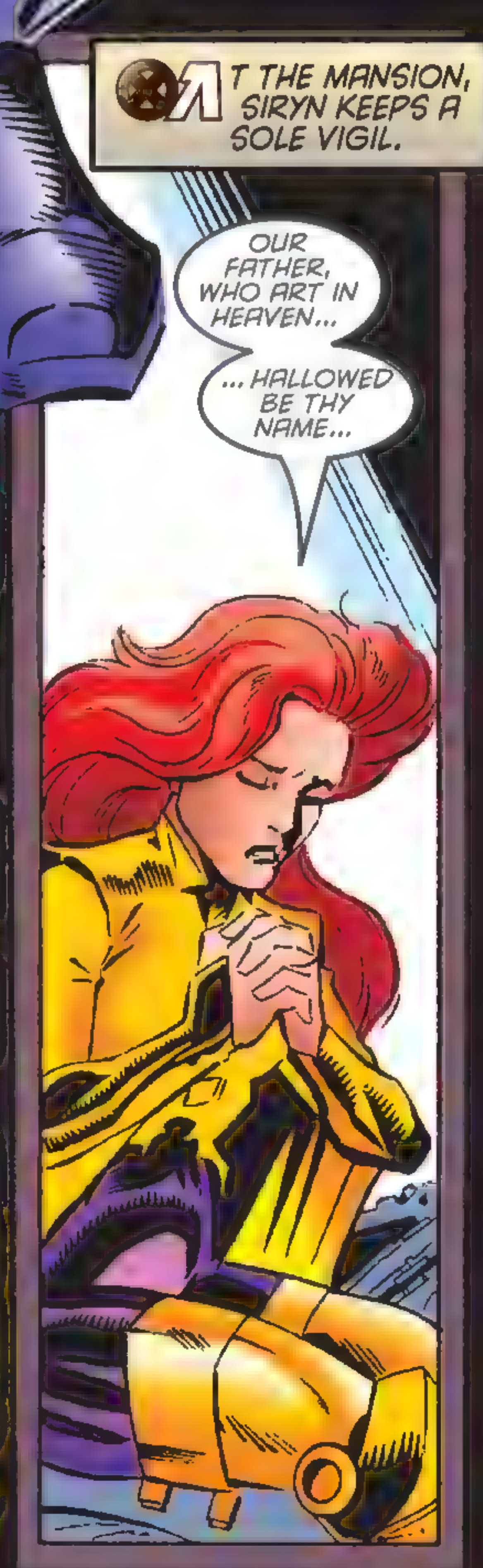
WE'VE BEEN... USED?

IN OUR DESIRE TO REALIZE OUR DREAMS --

-- WE FORGOT THAT THE ONLY WAY TO FIND A BRIGHTER TOMORROW --

-- IS BY KICKIN' BUTT TODAY.

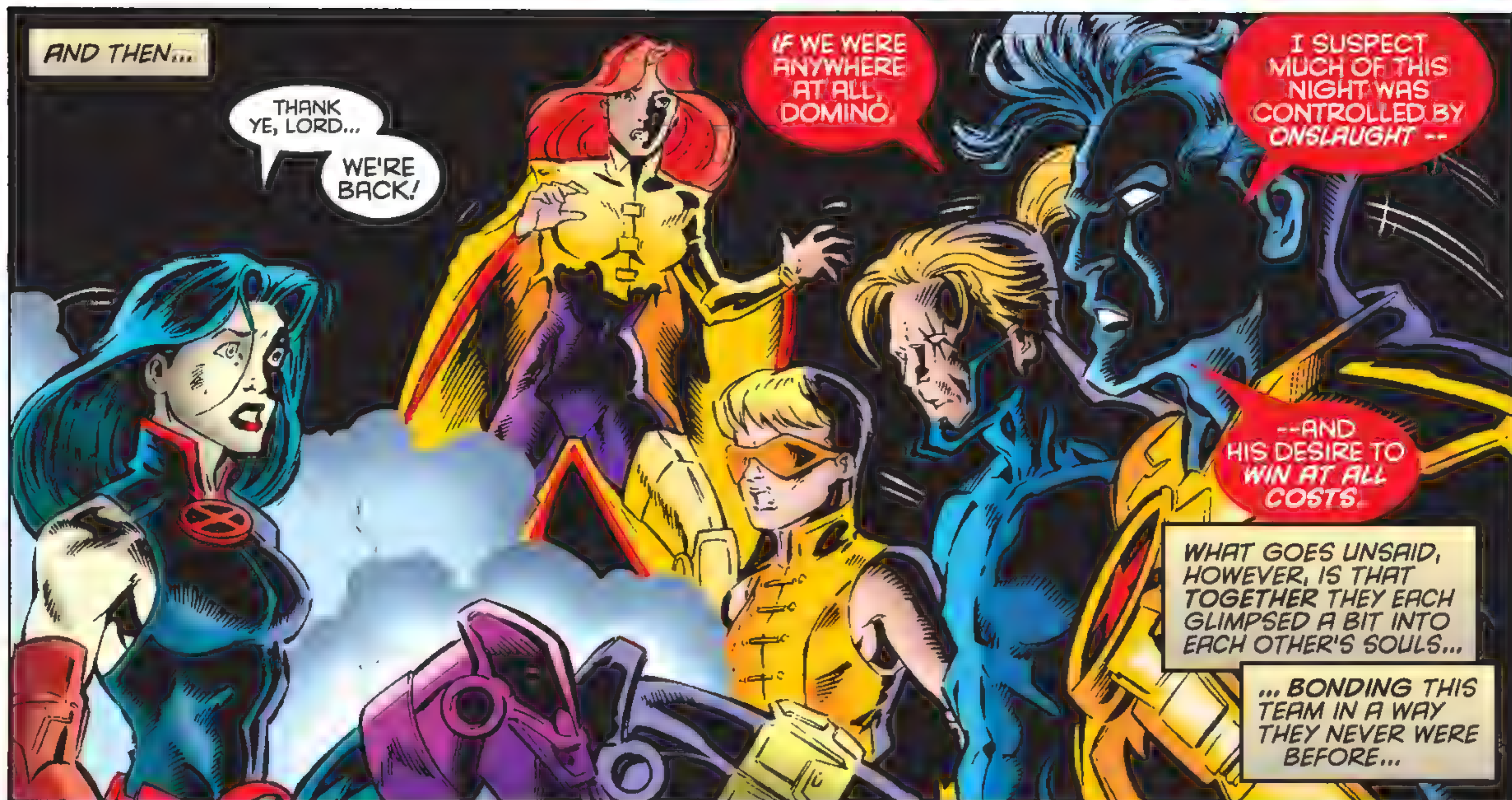
STARTING WITH YOU ONSLAUGHT.



AT THE MANSION, SIRYN KEEPS A SOLE VIGIL.

OUR FATHER, WHO ART IN HEAVEN...

... HALLOWED BE THY NAME...



AND THEN...

THANK
YE, LORD...

WE'RE
BACK!

IF WE WERE
ANYWHERE
AT ALL,
DOMINO.

I SUSPECT
MUCH OF THIS
NIGHT WAS
CONTROLLED BY
ONSLAUGHT --

--AND
HIS DESIRE TO
WIN AT ALL
COSTS.

WHAT GOES UNSAID,
HOWEVER, IS THAT
TOGETHER THEY EACH
GLIMPSED A BIT INTO
EACH OTHER'S SOULS...

... BONDING THIS
TEAM IN A WAY
THEY NEVER WERE
BEFORE...



SIRYN...
TERRY, YOU'VE
BEEN HERE THEN?
IN THE
MANSION?

AYE,
ALL NIGHT.
I DINNAE
THINK YE...

AND
RISQUE?
WHERE IS
SHE?

I DINNAE
KNOW. SHE
WAS NAE HERE
WHEN I
AWOKE --

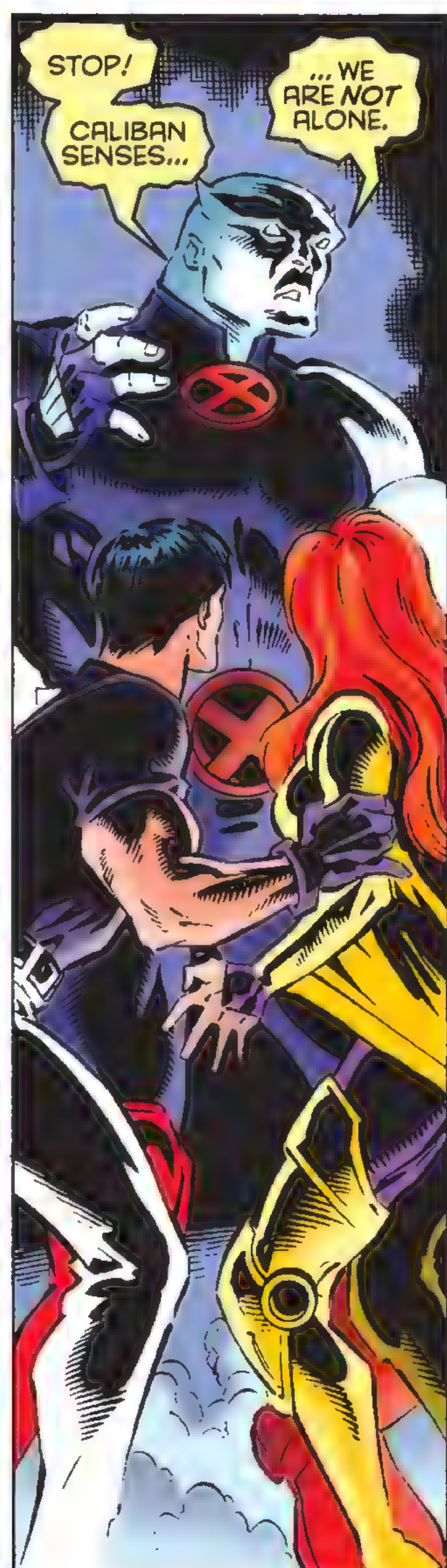


-- WHAT
DO YOU MEAN?
SHE WAS WITH US
WHEN SINISTER
ATTACKED!

MAYBE
SHE WASN'T
HURT AS BADLY
AS THE REST... OR
MAYBE SOMEONE
ELSE
TOOK HER?

WHO?!
WHO TOOK
HER?

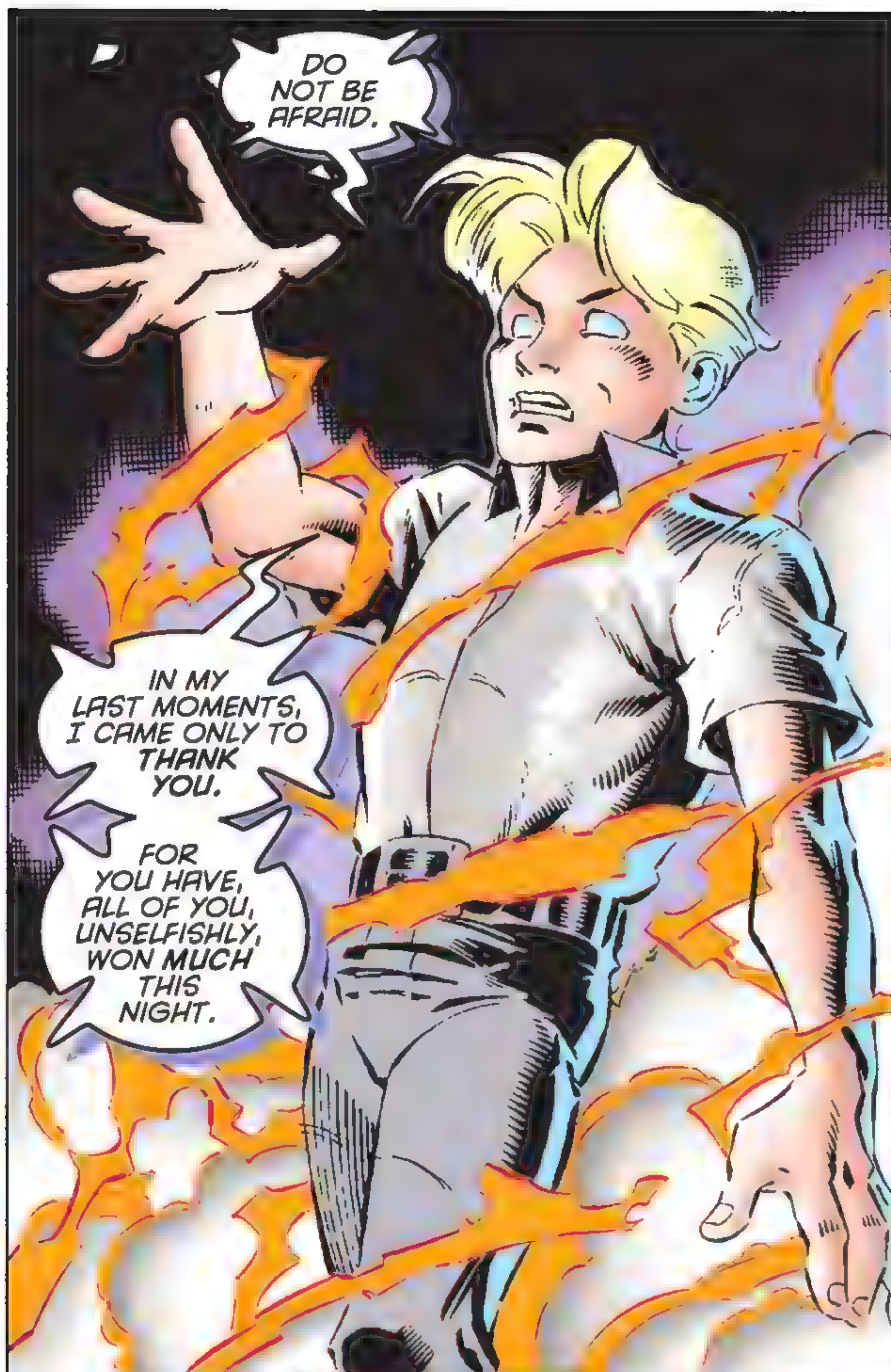
JIMMY,
LEGGO...
YE'RE HURTIN'
ME..!



STOP!

CALIBAN
SENSES...

... WE
ARE NOT
ALONE.



DO NOT BE AFRAID.

IN MY LAST MOMENTS, I CAME ONLY TO THANK YOU.

FOR YOU HAVE, ALL OF YOU, UNSELFISHLY, WON MUCH THIS NIGHT.



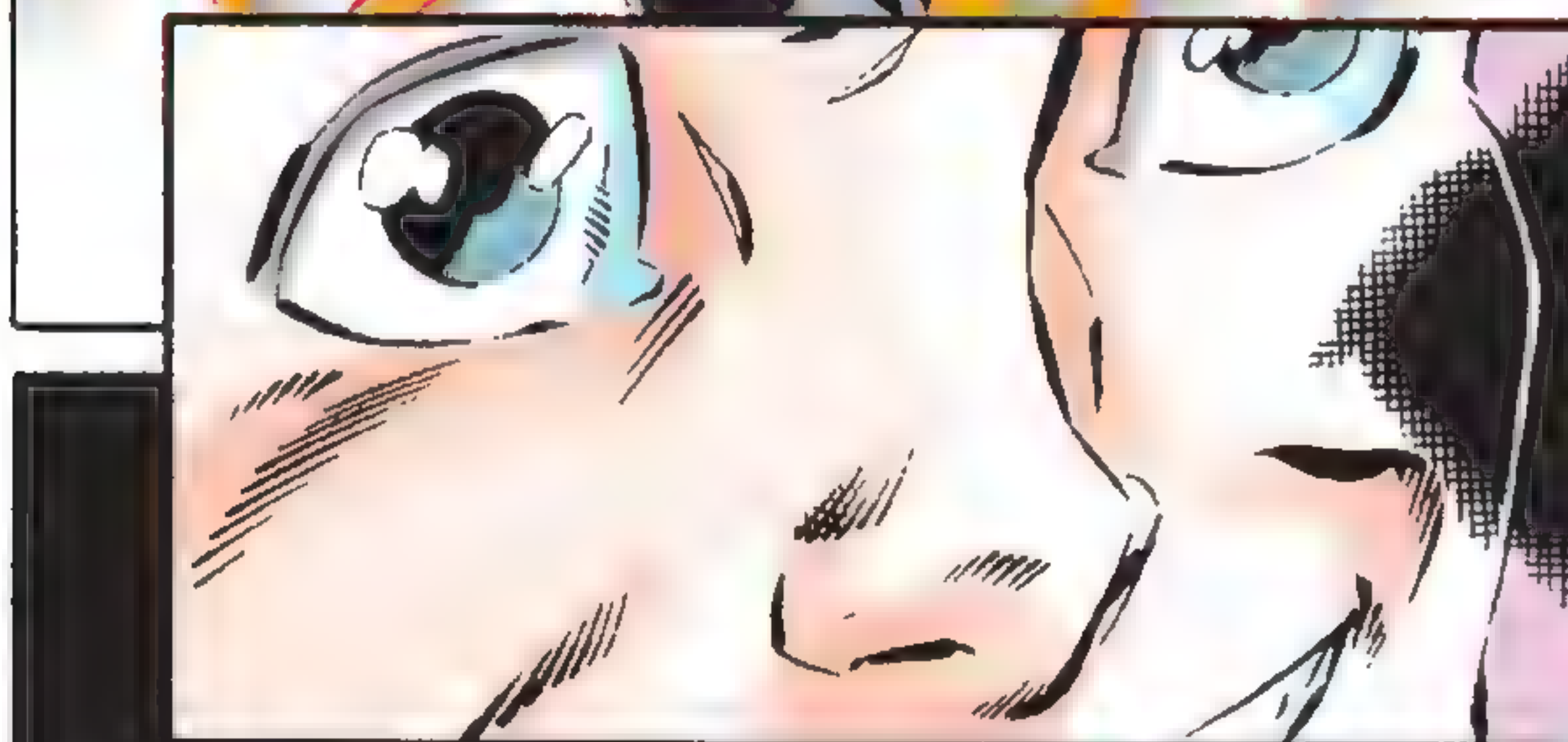
SIRYN, I COULD PROTECT ONLY ONE MEMBER OF THE TEAM, SO I CHOSE YOU.

YOU ALONE ARE THE TEAM'S INSPIRATION --

YOU ALONE HAVE AN UNSHAKEABLE BELIEF THAT WHAT THEY ARE DOING IS RIGHT.

WHAT... WHO ARE YOU, CHILD?

I CHOSE WELL.



A MEMORY. A FADING MEMORY, AT BEST.

I AM WHAT ONSLAUGHT COULD NEVER FULLY CONTROL OR DESTROY.

THE GOODNESS OF A YOUNG CHARLES XAVIER.



BUT... WHAT HAPPENS TO YOU NOW?

THANKS TO YOUR VICTORY OVER THE DARK... I AM... AT LAST... FREE...



AND WHILE ONSLAUGHT REMAINS SEPARATE...

... REMEMBER THAT YOU ALL REPRESENT THE NEXT GENERATION OF MUTANTS...

THE YOUNG.

THE DARING.

A LIGHT
ONSLAUGHT
COULD NEVER
EXTINGUISH...

AND AS THE CHILD'S
IMAGE FADES WITH
THE COMING DAWN...

... X-FORCE REMAINS
WHOLE, STANDING
AS ONE.

ALTHOUGH THEY
ARE LEFT IN THE
ASHEN RUIN OF
XAVIER'S FORMER
HOME...

... AND WHILE THEY KNOW WITH
THE LIKES OF ONSLAUGHT AND
SINISTER STILL OUT THERE,
THEY MAY HAVE LOST A
BATTLE...

BUT THE WAR
STILL GOES ON.

YET, TONIGHT, SOMEHOW,
THEY FEEL CERTAIN THEY WON
MORE THAN ALL THEIR BATTLES
PUT TOGETHER...

... THAT **THIS** WAS
THEIR GREATEST
VICTORY!

"RUN, BOY
RUN!"

CABLE RETURNS! THE TEAM REUNITED! THE BEGINNING OF THE SHATTERSTAR SAGA

FEATURING: THE RETURN OF...
NAAAH-- THAT WOULD BE TELLING..!

MARVEL
COMICS

SPECIAL
HEROES REBORN™
UPDATE INSIDE!

X M A N

TM

OUTRIGHT
PHASE 2

X-MEN SEP. '96 19

APPROVED
BY THE
COMICS
CODE
AUTHORITY

HIS NAME IS SINISTER

HIS MOTIVES
ARE LESS CLEAR.

IN FACT, A LIFETIME DEVOTED TO
THE PURSUIT OF HIS PASSION
FOR MUTATION GENETICS,
FOCUSED EVER MORE FINELY
ON A SINGLE BLOODLINE...

... HAS FINALLY
DELIVERED HIS
DESTINY.

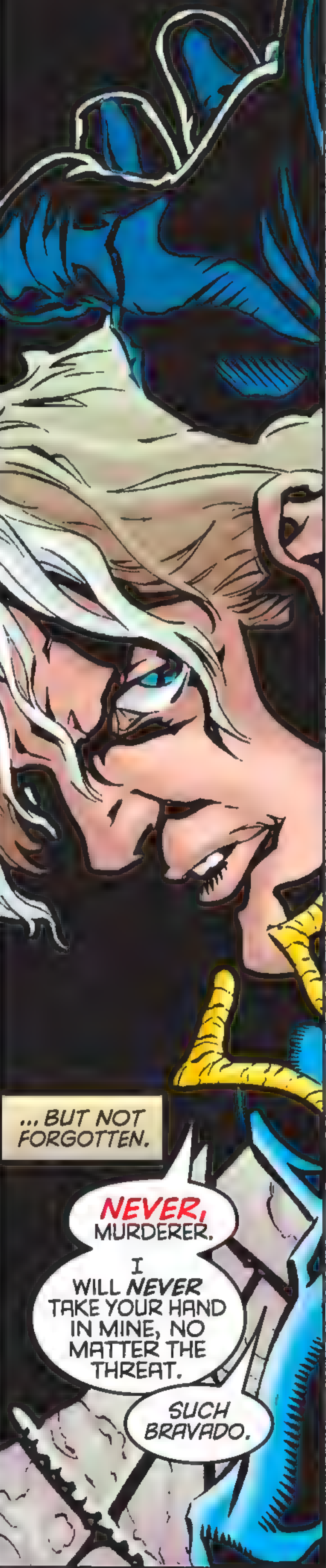
COME
TO ME,
BOY.



NATE GREY

PSI-POWER
PERSONIFIED.

NATE IS ALL TOO
ACQUAINTED WITH
SINISTER FROM HIS
OWN WORLD -- HIS
OWN REALITY -- A
TIME AND PLACE
LONG GONE NOW...



... BUT NOT
FORGOTTEN.

NEVER,
MURDERER.

I
WILL NEVER
TAKE YOUR HAND
IN MINE, NO
MATTER THE
THREAT.

SUCH
BRAVADO.



FROM
ONE SO VERY...
ALONE.

YOU
SHOULD'VE
KILLED ME WHEN
YOU HAD THE CHANCE,
SINISTER, BEFORE I'D
RECOVERED FROM
YOUR PSIONIC
AMBUSH.

A
NECESSARY
EVIL, I'M
AFRAID.

YOUR
OWN POWER
BACKLASH OFFERED
THE SIMPLEST SOLUTION
TO THE PROBLEM OF
X-FORCE, YOUR WOULD-
BE PROTECTORS
AND PEERS.

THERESA...
DOMINO... THE
OTHERS...

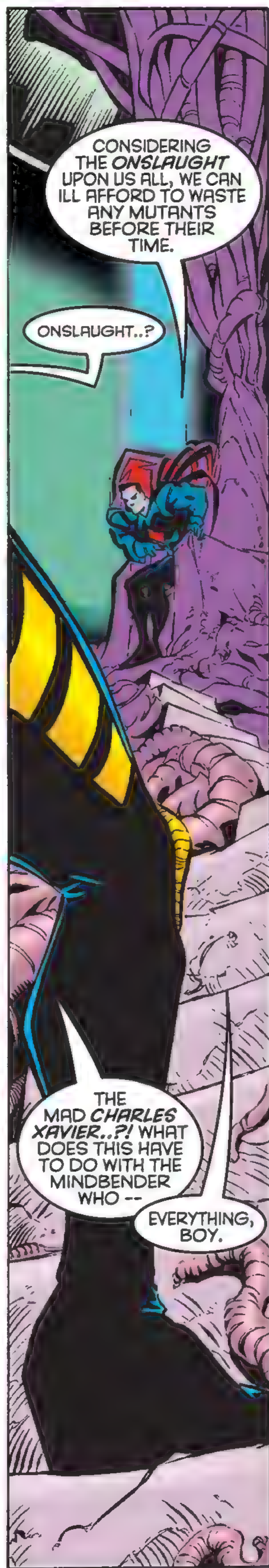
... WHERE
ARE THEY --?
WHAT'VE YOU
DONE TO
X-FORCE?!

STILL
CATCHING UP ON
THEIR REST BACK IN
WESTCHESTER, I
PRESUME.

ULTIMATELY,
UNHARMED, I
ASSURE
YOU.

FOR
THE MOST
PART.

X-FORCE
#57 - Jaye.



CONSIDERING
THE **ONSLAUGHT**
UPON US ALL, WE CAN
ILL AFFORD TO WASTE
ANY MUTANTS
BEFORE THEIR
TIME.

ONSLAUGHT...?

THE
MAD CHARLES
XAVIER...? WHAT
DOES THIS HAVE
TO DO WITH THE
MINDBENDER
WHO --

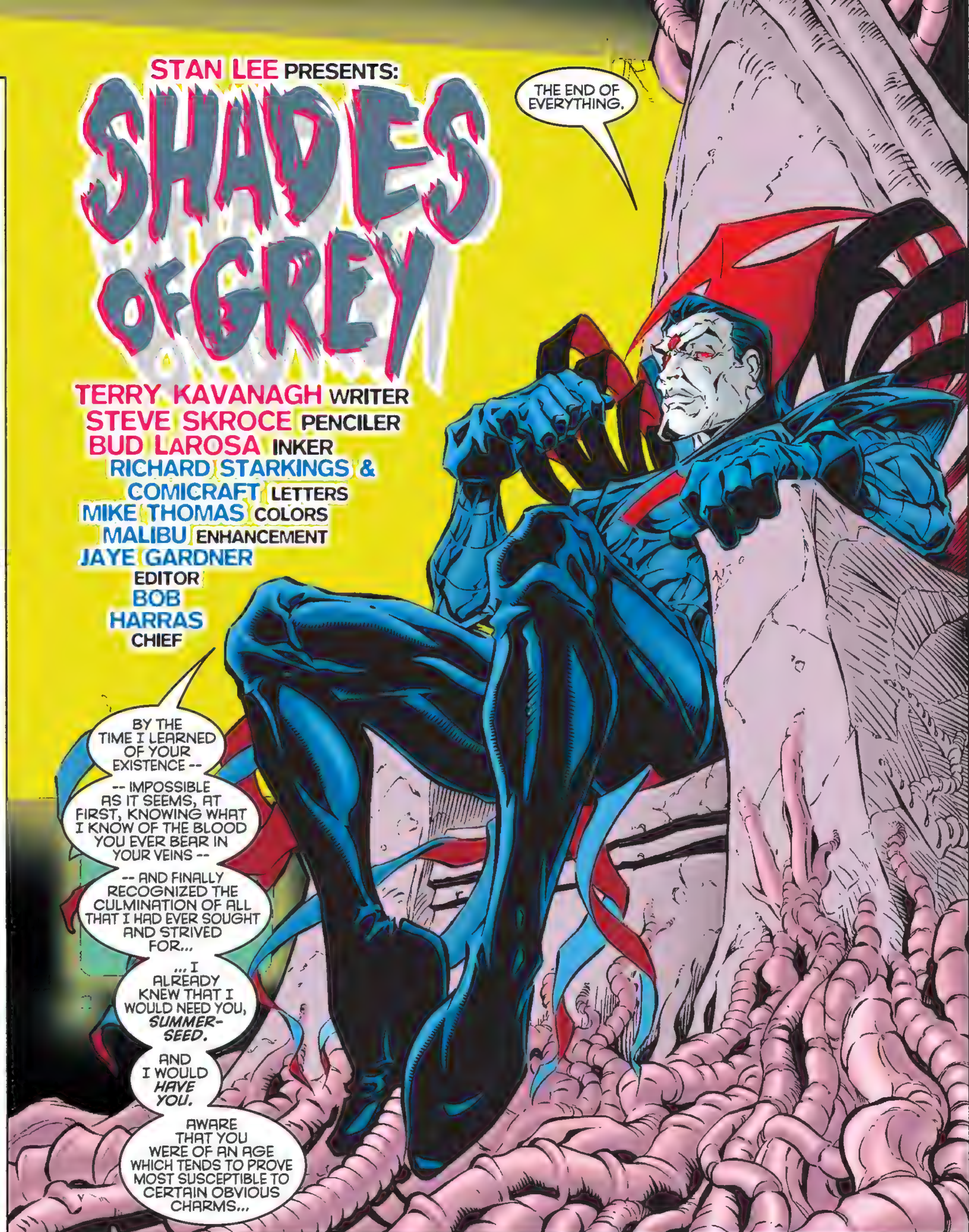
EVERYTHING,
BOY.

STAN LEE PRESENTS:

SHADES OF GREY

TERRY KAVANAGH WRITER
STEVE SKROCE PENCILER
BUD LAROSA INKER
RICHARD STARKINGS &
COMICRAFT LETTERS
MIKE THOMAS COLORS
MALIBU ENHANCEMENT
JAYE GARDNER
EDITOR
**BOB
HARRAS**
CHIEF

THE END OF
EVERYTHING.



BY THE
TIME I LEARNED
OF YOUR
EXISTENCE --

-- IMPOSSIBLE
AS IT SEEMS, AT
FIRST, KNOWING WHAT
I KNOW OF THE BLOOD
YOU EVER BEAR IN
YOUR VEINS --

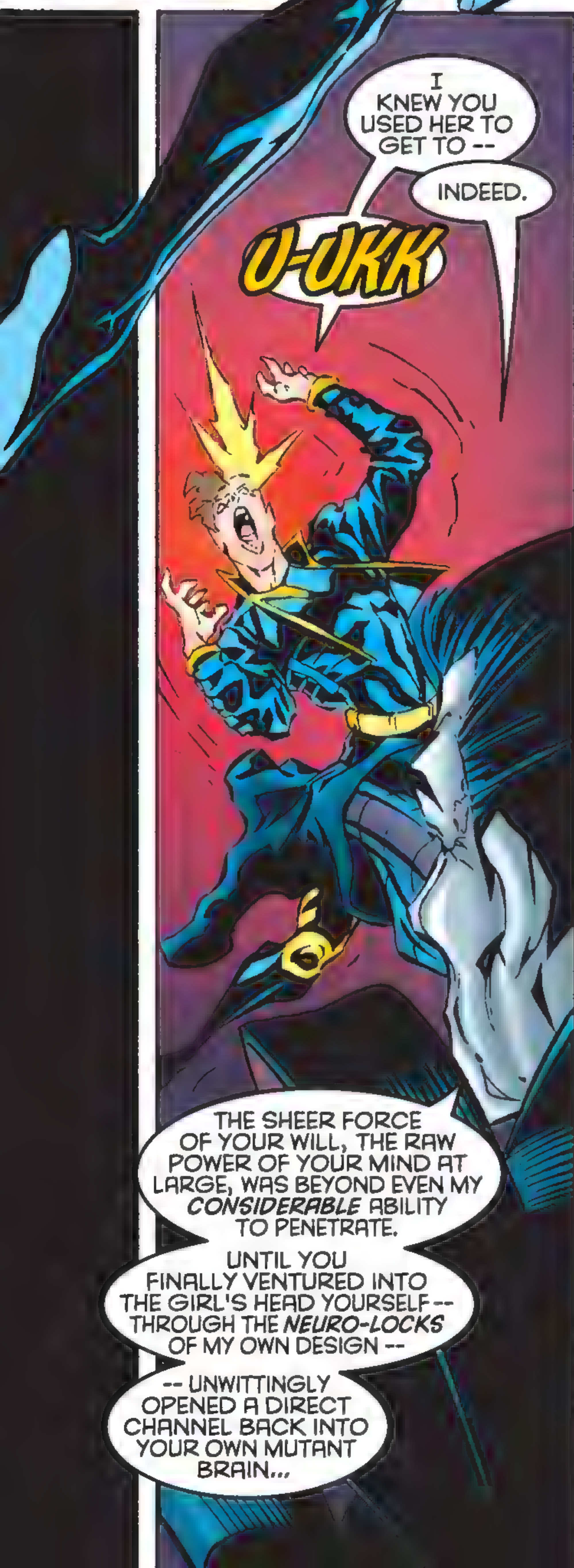
-- AND FINALLY
RECOGNIZED THE
CULMINATION OF ALL
THAT I HAD EVER SOUGHT
AND STRIVED
FOR...

... I
ALREADY
KNEW THAT I
WOULD NEED YOU,
**SUMMER-
SEED.**

AND
I WOULD
HAVE
YOU.

AWARE
THAT YOU
WERE OF AN AGE
WHICH TENDS TO PROVE
MOST SUSCEPTIBLE TO
CERTAIN OBVIOUS
CHARMS...





"... IN NEW
YORK CITY..."

"... AWAITING
MY RETURN."

SENTINELS
EVERYWHERE,
EVERYWHERE

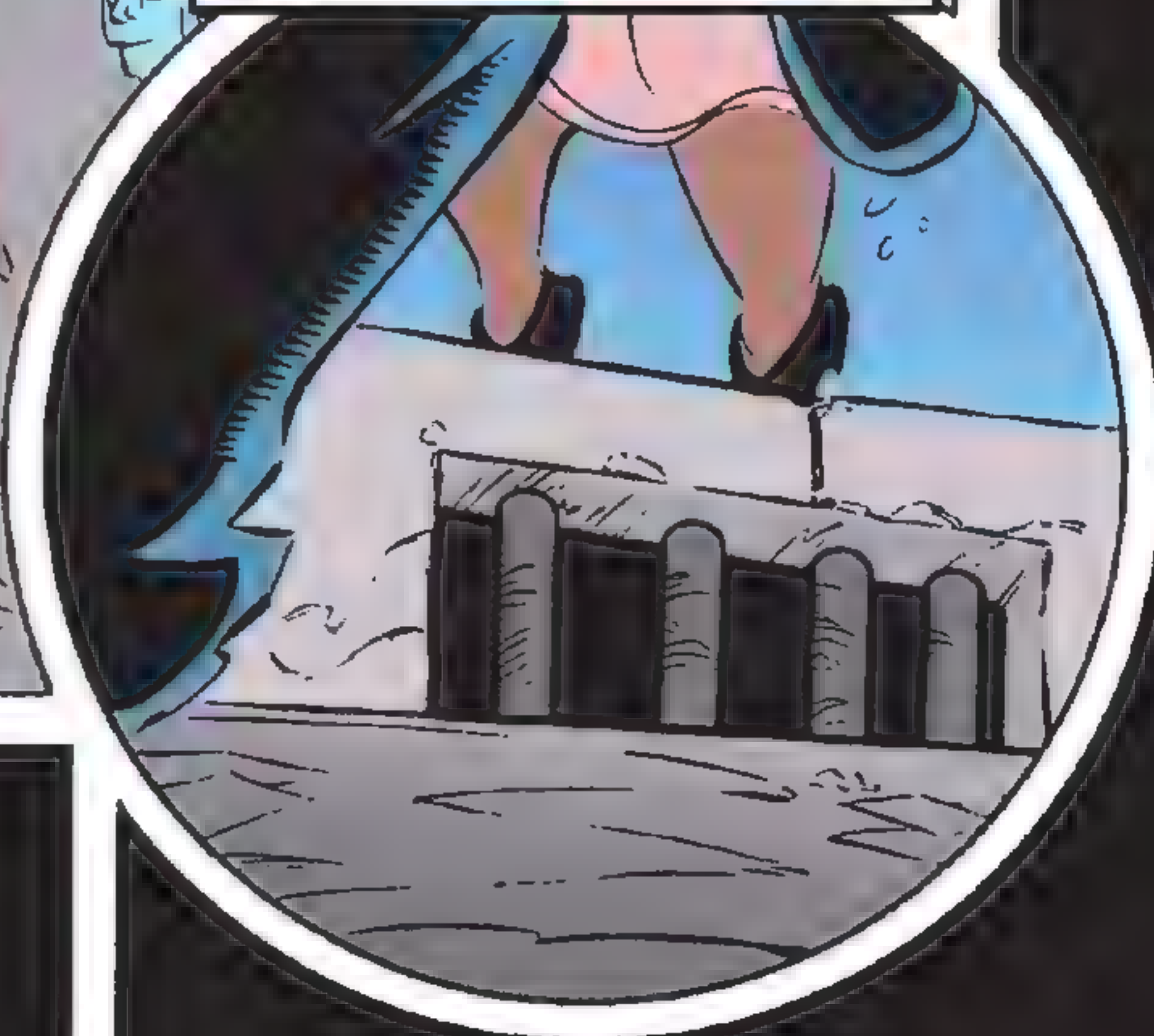
-- CUTTING
OFF ALL THE BRIDGES
AND TUNNELS,
SURROUNDING THE
ISLAND --

NOOOO

RUN
FOR YOUR
LIVES!

"THE ONSLAUGHT AVATAR GROWS
WITH ITS POWER AND PRIDE,
YOU REALIZE -- WITH EACH AND
EVERY PSI-LORD IT GATHERS
INSIDE ITS VOID --

"-- THE SHADOW OF THE **BEAST**
DEEPENS AND DARKENS
MOMENT BY MOMENT..."



"... ECLIPSING
THE LAST OF THE
LIGHT."

THRENODY IS NO
STRANGER TO
THIS LABYRINTH OF
SEWERS.

IT SEEMS LIKE IT WAS
MERELY YESTERDAY
TO HER, WHEN HER
OWN MUTANT "GIFT"
INITIALLY SURFACED --

-- WITH THE FIRST TASTE
OF ANOTHER'S DEATH STILL
LINGERING ON HER LIPS,
THREATENING TO ERUPT
FROM EVERY PORE --

-- THIS WAS A
SECRET SANCTUARY
AND SHELTER TO THE
SCARED AND LONELY
CHILD.

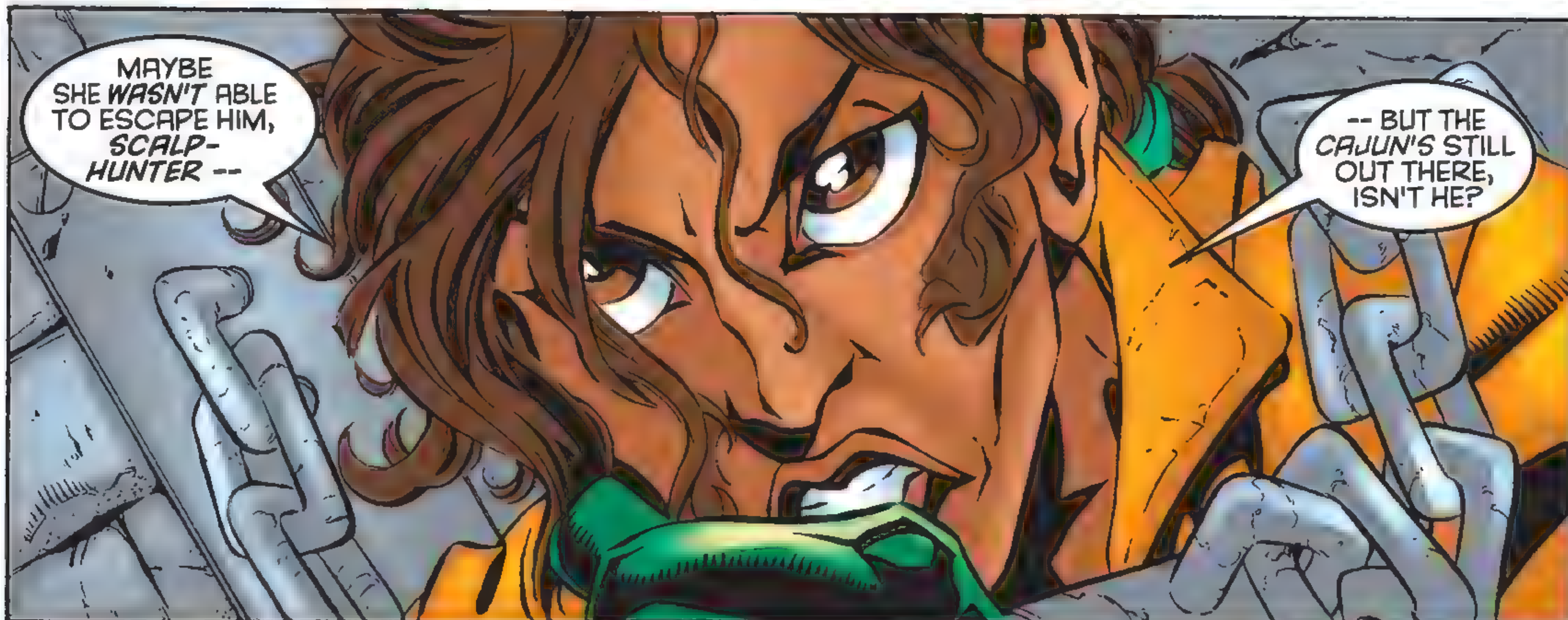
BUT NOTHING
LASTS FOREVER.

ONCE
MORE FOR
OLD TIMES' SAKE,
THREN -- LET'S ALL
TRY IT TOGETHER
THIS GO-
'ROUND --

-- "NO
ONE ESCAPES
SINISTER."

NOT
HOW IT WORKS,
NEVER HAS
BEEN.

DOES THE
NAME "MALICE"
RING ANY
BELLS..?



MAYBE SHE *WASN'T* ABLE TO ESCAPE HIM, **SCALP-HUNTER** --

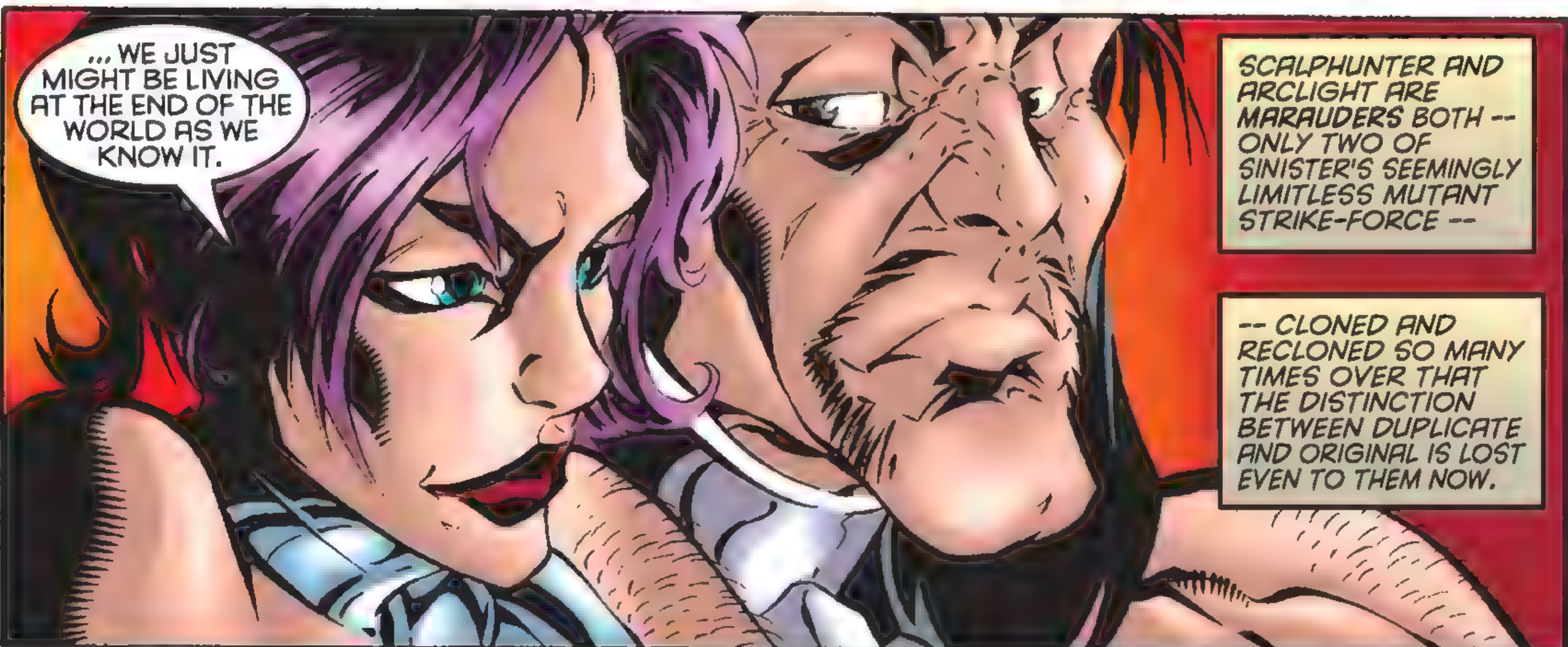
-- BUT THE **CAJUN**'S STILL OUT THERE, ISN'T HE?



AND NATE WILL BE *COMIN'* FOR ME SOON ENOUGH, YOU'LL SEE! SOON AS HE FIGURES OUT --

TOO LITTLE, TOO LATE.

ACCORDING TO DOC SIN HIMSELF, LITTLE DEATHSONG...



... WE JUST MIGHT BE LIVING AT THE END OF THE WORLD AS WE KNOW IT.

SCALPHUNTER AND ARCLIGHT ARE MARAUDERS BOTH -- ONLY TWO OF SINISTER'S SEEMINGLY LIMITLESS MUTANT STRIKE-FORCE --

-- CLONED AND RECLONED SO MANY TIMES OVER THAT THE DISTINCTION BETWEEN DUPLICATE AND ORIGINAL IS LOST EVEN TO THEM NOW.



AND STILL...

... THEY'RE ONLY HUMAN.



NSLAUGHT, ON THE OTHER HAND...

...DEFIES ALL SUCH DESCRIPTION OR DEFINITION.

BOTH MUTANT AND MORTAL ONCE, THE CREATURE IN THIS SHELL IS NO LONGER EITHER.

IT IS THE DREAM OF ONE MAN, TAINTED BY THE SCHEMES OF ANOTHER.

THE FRUSTRATIONS AND FAILURES OF PROFESSOR CHARLES XAVIER, THE DEFEATS AND DISAPPOINTMENTS OF ERIC MAGNUS LEHNSHERR...

...THE DOOM AND DESPAIR OF MAN'S INHUMANITY TO MUTANT-KIND.



IT WILL REMAKE THE WORLD IN ITS IMAGE.

AS ANY GOD
WOULD.

AND DEEP IN
THE HEART OF
THE BEAST THAT
IS ONSLAUGHT
NOW...

BUT TO BUILD,
ONE MUST BURN.

... FLICKERS THE FLAME
THAT FEEDS THE HELLFIRE.

HARBORING THE LATENT
ABILITY TO MANIPULATE
REALITY TO HIS WILL --

-- TO RESHAPE THE VERY
LIMITS AND LAWS OF
TIME AND SPACE --

-- YOUNG FRANKLIN
RICHARDS, SON OF REED
AND SUE RICHARDS OF
THE FANTASTIC FOUR --
IS A LARGELY-UNTAPPED
MUTANT OF THE HIGHEST
POSSIBLE POTENTIAL...

... AND YET ANOTHER
VICTIM OF THE PSI-LORD.

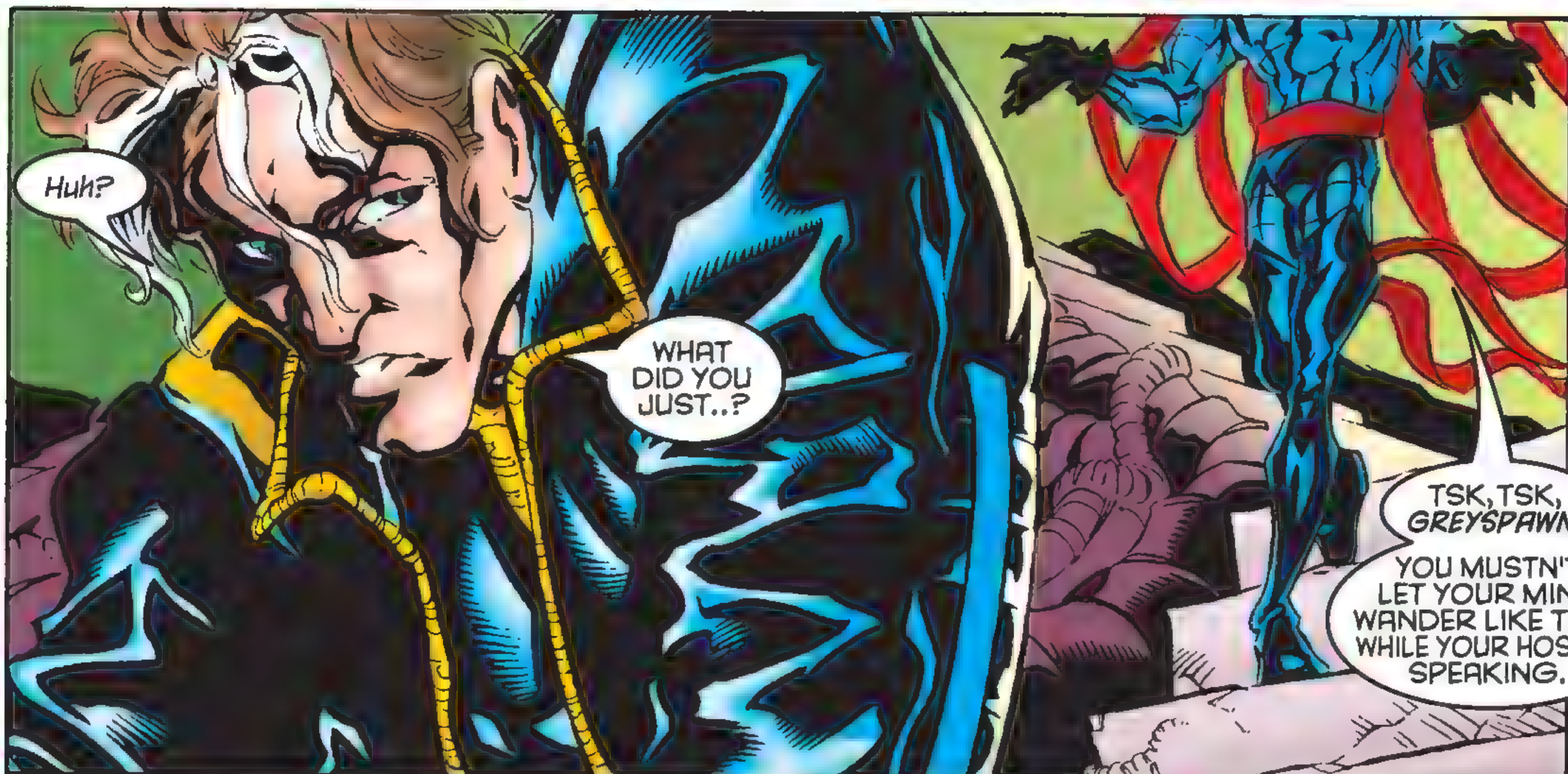
A PAWN,
IN TRUTH.

COMPELLED TO SEND OUT
A TELEPATHIC SIREN CALL
TO NATE GREY -- THE NEXT
VICTIM OF ONSLAUGHT'S
TWISTED MACHINATIONS.

AS FRANKLIN'S CALL
IS FORCED TO ROAR
ABOVE THE BLARE OF
THE SWEEPING BLAZE...

-- HE IS SECRETLY
LEARNING HOW
TO WHISPER.

MOMMY...



Huh?

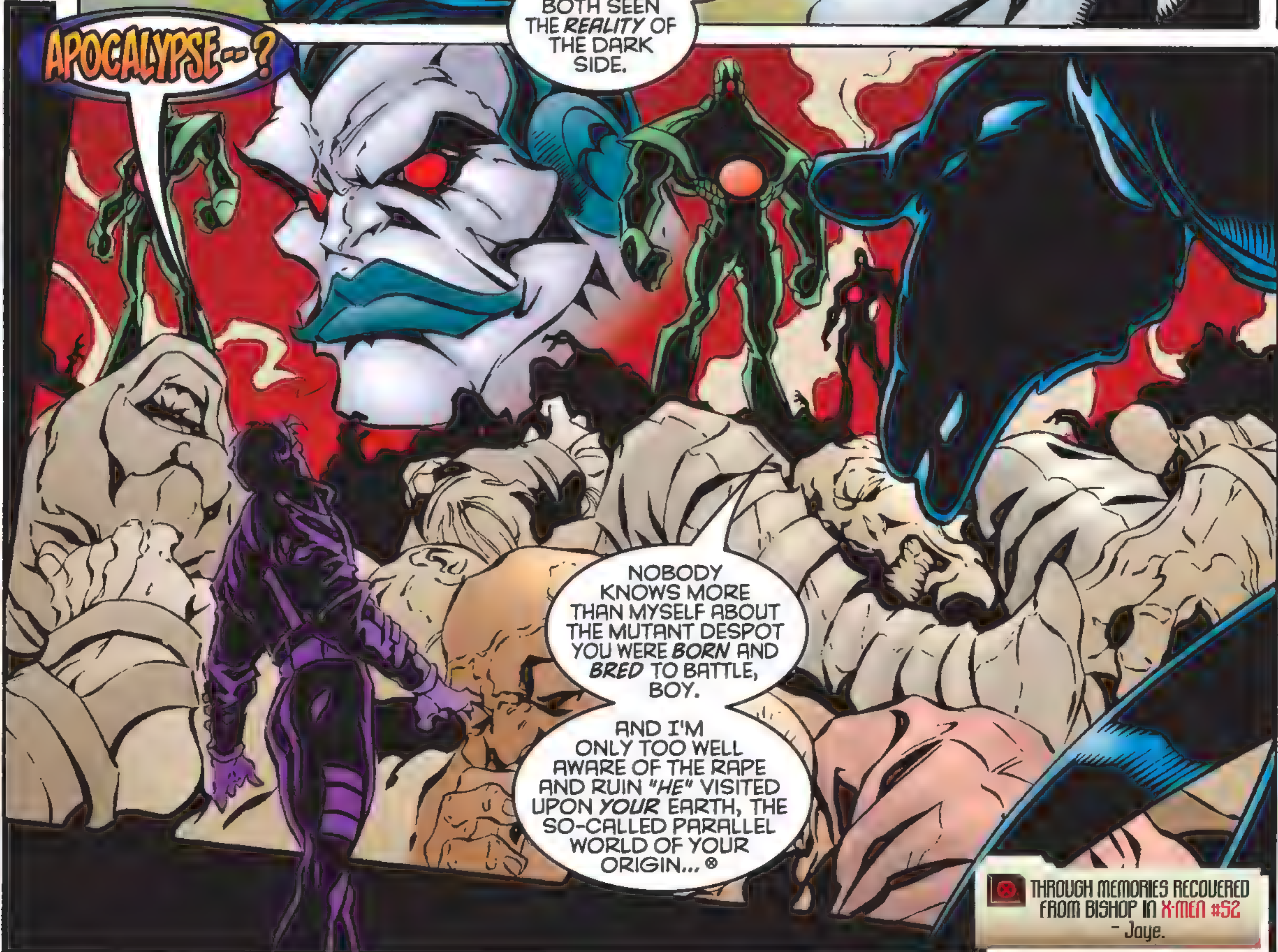
WHAT DID YOU JUST..?

TSK, TSK, GREYSPAWN. YOU MUSTN'T LET YOUR MIND WANDER LIKE THAT WHILE YOUR HOST IS SPEAKING.



SO RUDE. DANGEROUSLY RUDE.

AS I WAS SAYING THEN...
... WE'VE BOTH SEEN THE REALITY OF THE DARK SIDE.



APOCALYPSE--?

NOBODY KNOWS MORE THAN MYSELF ABOUT THE MUTANT DESPOT YOU WERE BORN AND BRED TO BATTLE, BOY.

AND I'M ONLY TOO WELL AWARE OF THE RAPE AND RUIN "HE" VISITED UPON YOUR EARTH, THE SO-CALLED PARALLEL WORLD OF YOUR ORIGIN... ®



... BUT
DID YOU NOT
THINK THERE COULD BE
EVEN *WORSE* THAN THE
APOCALYPSE?! OR
COULD YOU
NOT BELIEVE
IT?!



I KNOW
THERE IS,
SINISTER.



YOU.

IMPOSSIBLE.

YOUR
"FAMILIAR"
KILLED EVERYONE
AND EVERYTHING I HELD
DEAR LONG BEFORE MY
WORLD FINALLY FELL TO
THE *AGELESS ONE*,
DEVIL.



I'VE SINCE
BEEN HUNTED ON
TWO WORLDS -- EVEN
HOUNDED FROM ONE TO
THE OTHER -- FOR POWER
THAT IS RIGHTFULLY
MINE.

MINE
ALONE.

TELEMORPHIC
MANIFESTATIONS
OF PURE PSI-PLASM,
WITHOUT BENEFIT OF
ANY DISCERNIBLE
PHYSICAL
TEMPLATE...

... MEMORIES
OUT OF THIN
AIR.

THEORETICALLY
IMPOSSIBLE.



NOW I'M JUST LOOKING FOR
A LIFE, TRYING TO FIND SOME
VERSION OF NORMALCY --
ALL I EVER WANTED
REALLY.

AND
YOU WOULD
TAKE THAT
AWAY.

AGAIN.
TO
USE ME AS
A WEAPON
OF WAR.



YOU ARE
A WEAPON, NATE,
MAKE NO MISTAKE
ABOUT
THAT...

... THE MOST
WONDROUS, ENCHANTED,
LIMITLESS WEAPON
THIS WORLD HAS
YET TO SEE
WIELDED.

AND THIS
IS A WAR TO END
ALL WARS.

BUT I WILL
NOT HAVE YOU FALL
ON ANOTHER'S
BATTLEFIELD.



I WILL
SEE YOU **STEELED**
FOR THE FINAL
CONFLICT TO COME --
FIRST TEMPERED AND
TUTORED BY
THE FINEST OF
ALL --



SOME
SORT OF
HUM...?

A
WHISTLE,
I THINK...

WHAT
ARE YOU
TALKING
ABOUT,
GREY?

I
HEAR NO
SUCH...

GREY --?!

ALMOST
A CRY...



A
CRY...?

STOP
LISTENING, BOY,
IMMEDIATELY --

--IMMEDIATELY--

--SHUT
IT OUT
NOW!

BACK IN NEW YORK...

IF THE 'RAUDERS ARE RIGHT ABOUT WHAT'S GOING DOWN OUT THERE --

-- NATEY MAY NEED ME EVEN MORE THAN I NEED HIM BY NOW,

I SHOULD HAVE NEVER LEFT HIS SIDE.

LOOK WHERE IT GOT ME.

'HUNTER' 'N ARCLIGHT'LL BE BACK ANY MOMENT.

AND IF I CAN'T DRAW ENOUGH DEATHCHARGE TO DEFEND MYSELF...

ARCLIGHT

SKREE

BOY, DO I KNOW THAT LOOK.

FEAR --

-- DISGUST, LOATHING --

-- A TOUCH OF HUNGER...

... AND DESPERATION.

SKREE

SNAP

SORRY, WHISKERS,

WHAT LITTLE YOU GOT T'GIVE -- THE BIO-ENERGY THAT WOULD OTHERWISE DISSIPATE WITH YOUR DYING BREATH --

-- MIGHT BE JUST ENOUGH FOR ME.





A
WEAPON INDEED,
SINISTER...

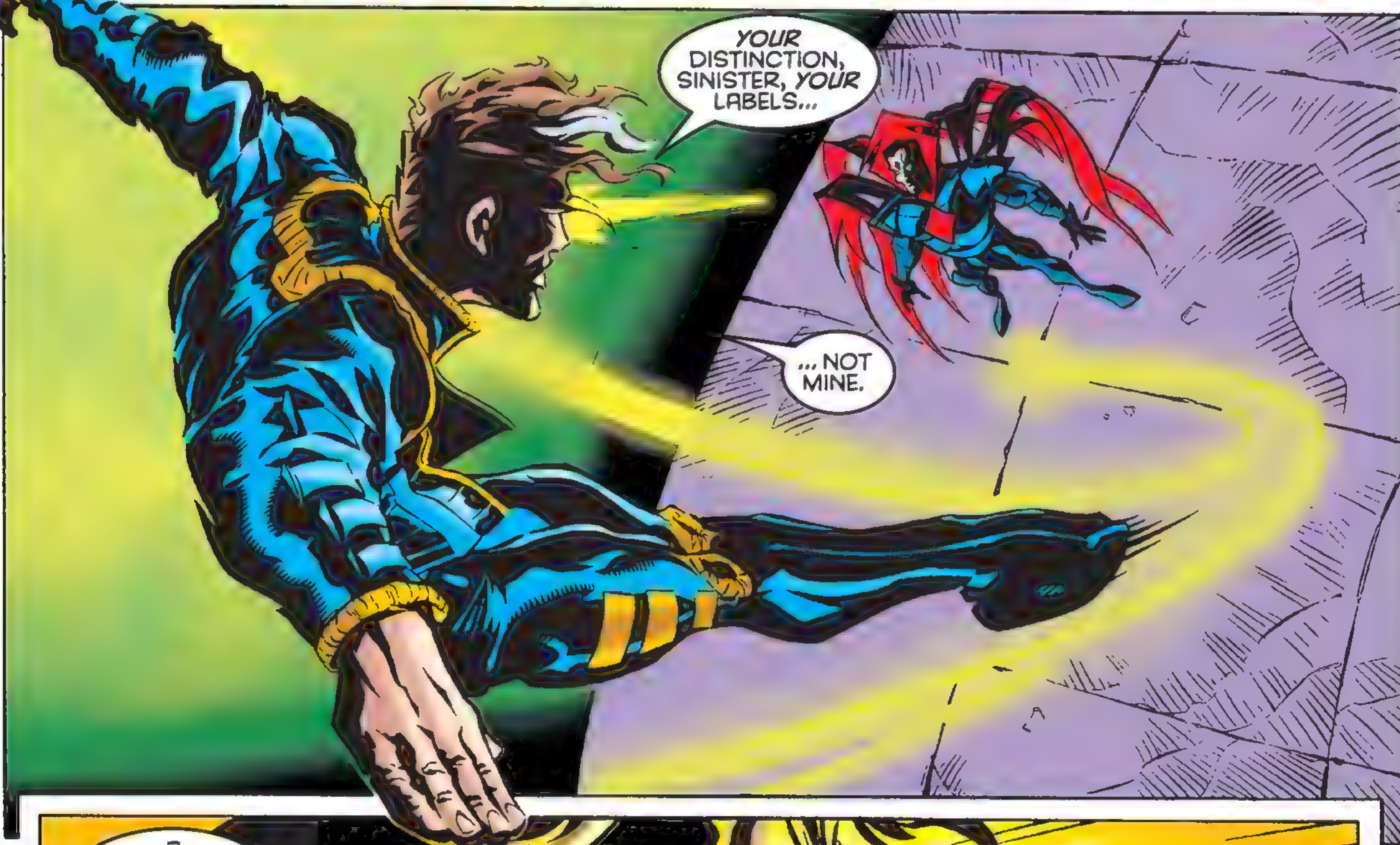
... BUT A
HUMAN
WEAPON.

WITH
MY OWN
CALLING TO
FOLLOW...



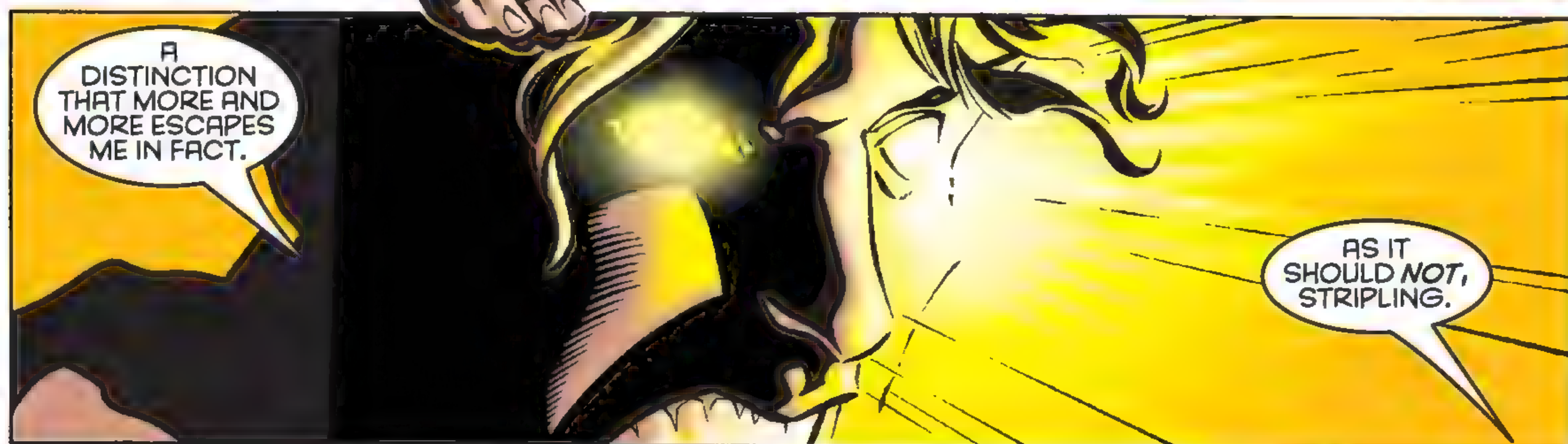
A MUTANT
WEAPON,
GREY.

YOU
CANNOT
DENY YOUR PLACE
AMONG HOMO
SUPERIOR, APART
FROM HOMO
SAPIENS.



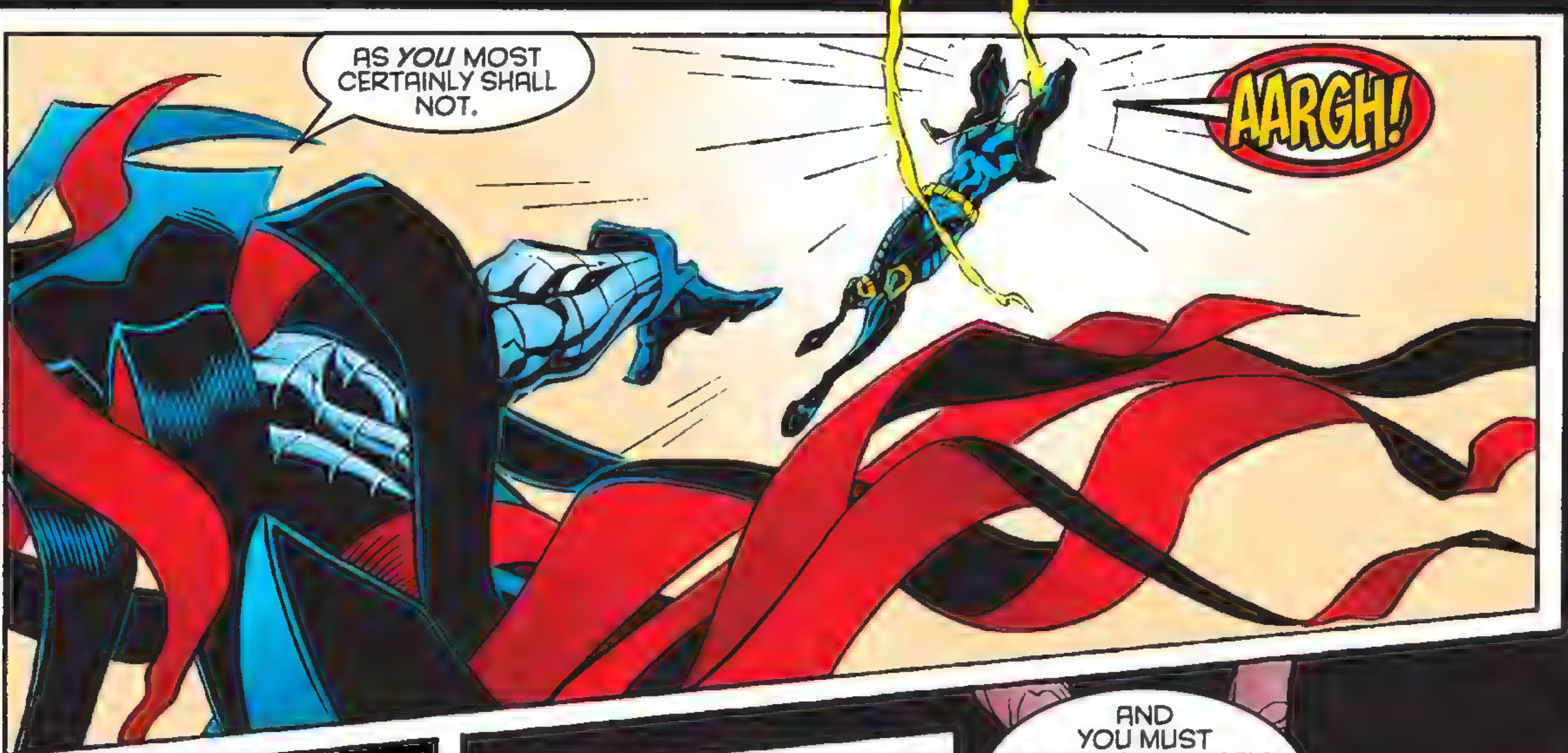
YOUR
DISTINCTION,
SINISTER, YOUR
LABELS...

... NOT
MINE.



A
DISTINCTION
THAT MORE AND
MORE ESCAPES
ME IN FACT.

AS IT
SHOULD NOT,
STRIPLING.

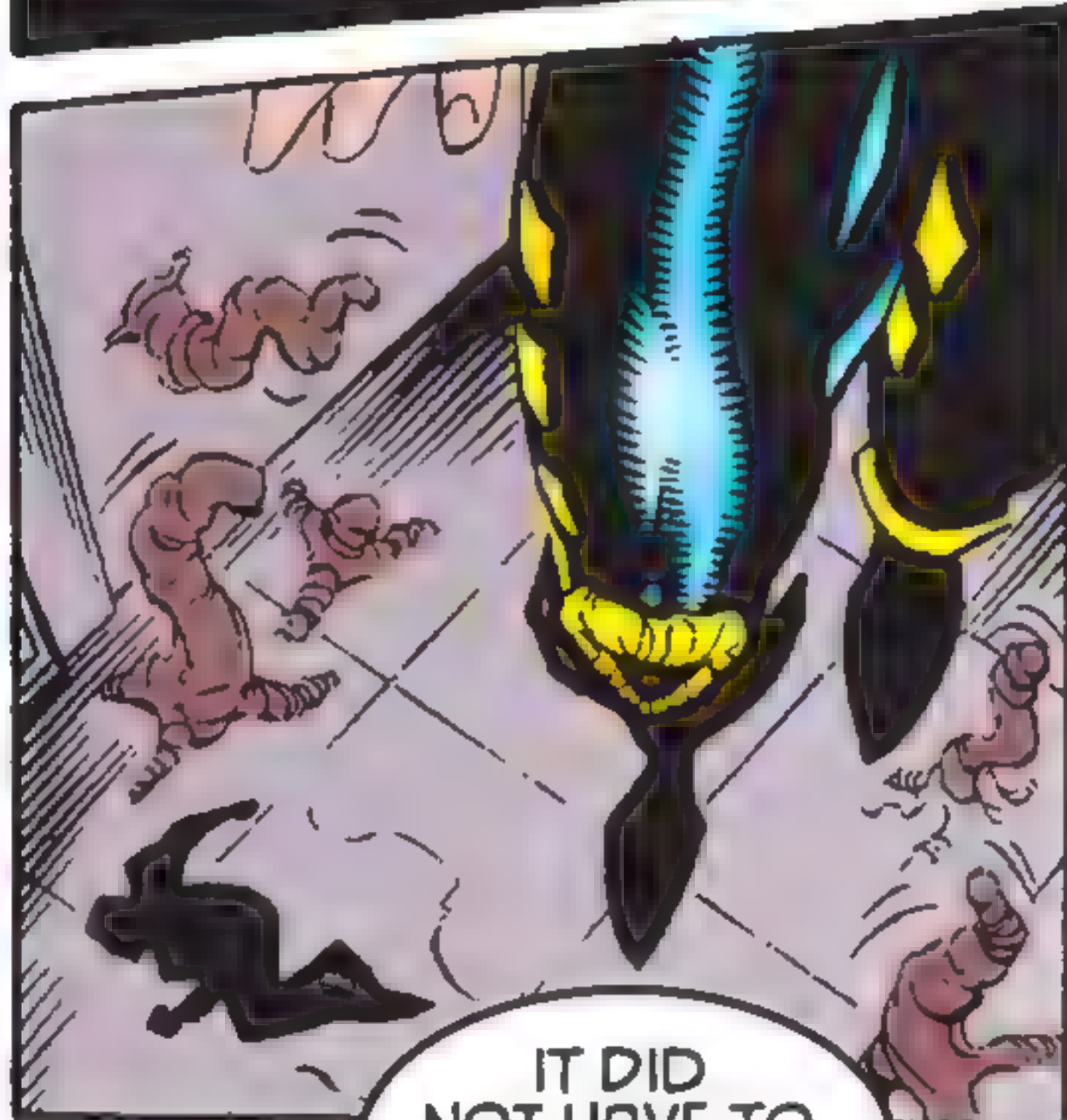


AS YOU MOST CERTAINLY SHALL NOT.

AARGH!



THAT HURT!
FOR THE LAST TIME...



IT DID NOT HAVE TO BE THIS WAY, GREY.



BUT I COULD NOT -- WILL NOT -- ALLOW YOU TO GO TO HIM.

THIS IS ALL ABOUT CONTROL, "X-MAN."

WHO CONTROLS WHAT... AND WHO.



AND YOU MUST CONTROL YOURSELF, BOY, BEFORE YOU CAN EVER BEGIN TO CONTROL YOUR POWERS.

BEFORE THEY KILL YOU.

OR WORSE, KILL US ALL.



I OFFER THAT CONTROL!

FOR ALL THE IMMEASURABLE MIGHT OF YOUR MIND...

... YOU CANNOT DENY MY ABILITY TO SWITCH IT OFF WITH A MERE THOUGHT, FROM THE VERY OUTSET OF OUR --



AN OPENING... GAMBIT, SINISTER...

... NOTHING MORE.

IF YOU TRULY HAD THE PSI SKILL TO CUT MY POWERS OFF AGAIN... TO LIMIT THEM IN ANY WAY AT ALL, FOR THAT MATTER... YOU WOULD HAVE USED IT BY NOW...

... THIS SHOW OF FORCE WOULD HARDLY BE NECESSARY.



MY BET IS THAT IT WAS A ONE-TIME TRICK ONLY.

MY BRAIN'S ALREADY RE-ROUTED SYNAPTIC LINKS, NEURAL RELAYS, WHATEVER IT TAKES TO SHUT YOU OUT AGAIN --

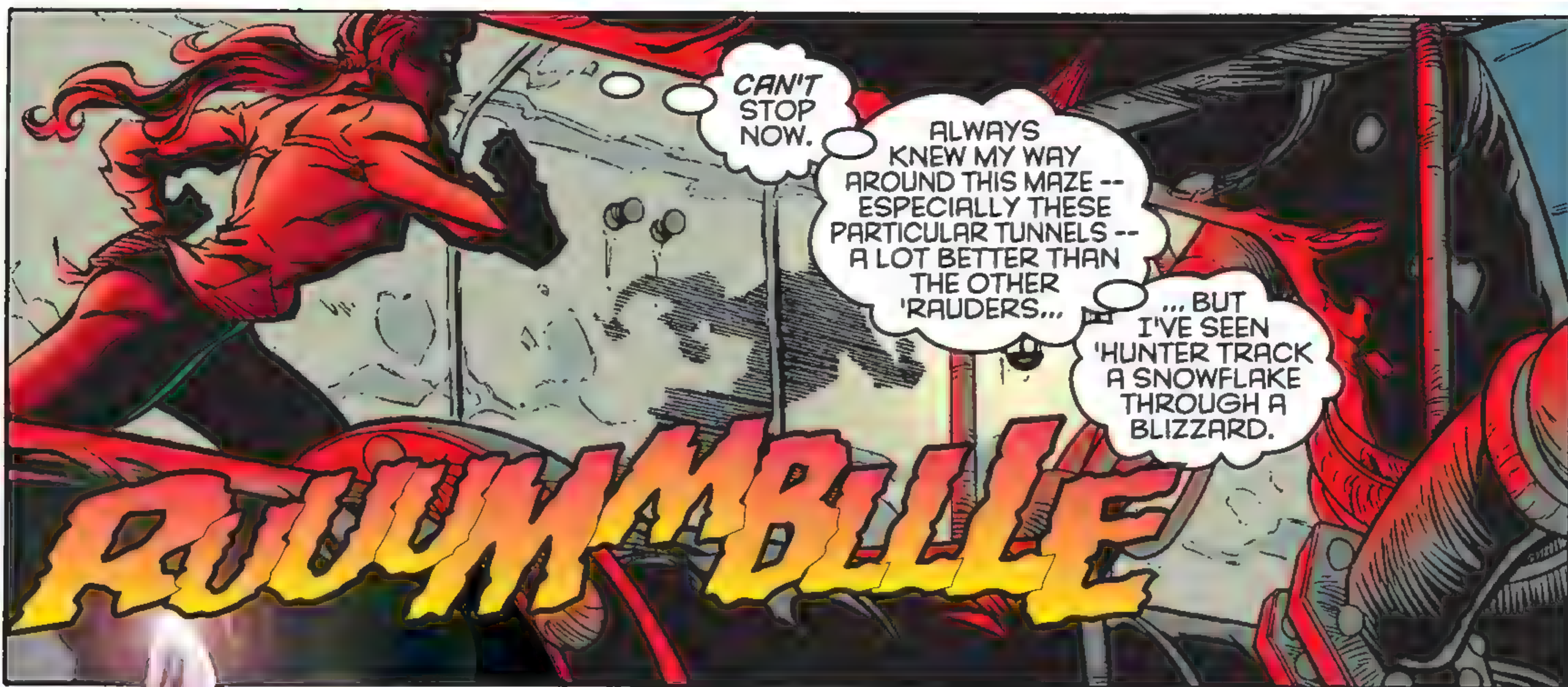
-- SOME KIND OF AUTOMATIC PSIONIC DEFENSE MECHANISM, I GUESS --

-- AND YOU KNOW IT.



BECAUSE YOU NEVER STOPPED TRYING TO PIERCE THROUGH THOSE DEFENSES.

SHOCK



CAN'T
STOP
NOW.

ALWAYS
KNEW MY WAY
AROUND THIS MAZE --
ESPECIALLY THESE
PARTICULAR TUNNELS --
A LOT BETTER THAN
THE OTHER
'RAUDERS...

... BUT
I'VE SEEN
'HUNTER TRACK
A SNOWFLAKE
THROUGH A
BLIZZARD.

RUMMBLLE



THINK I'D
RATHER TAKE MY
CHANCES TOPSIDE
WITH THE END OF
THE --

BACK TO
WHAT YOU KNOW
BEST AGAIN,
THRENODY...?

'CEPT,
THERE'S NOWHERE
LEFT TO RUN
ANYMORE.

WE'VE
HAD OUR LITTLE
FUN, AT LEAST,
KID.

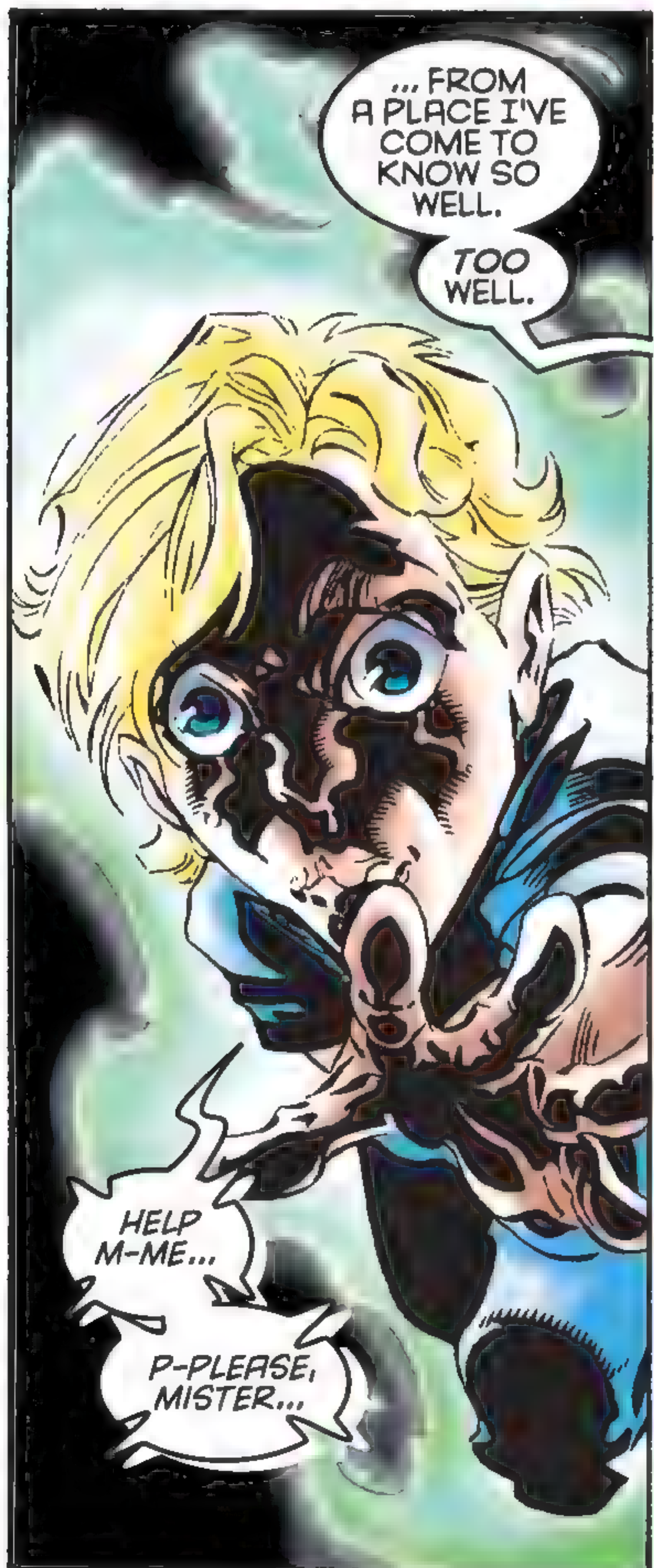
SEEMS
LOVE AIN'T BEEN
SO KIND T'YOU,
THOUGH.

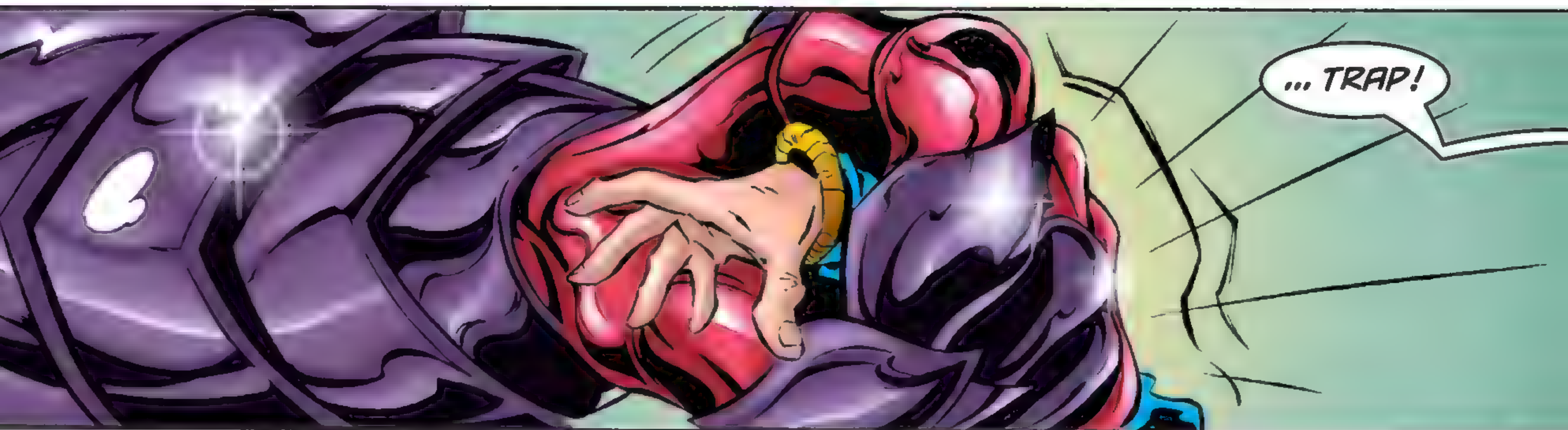
NATE
GREY CARES
ABOUT ME,
ARC...

ABOUT
ME.

AND
HE WILL
COME FOR
ME...







IT WAS.

AND ALL OF REALITY RIPPLES IN ITS WAKE...

DON'T MISS
X-MEN #56.
TO FIND OUT WHAT
BECOMES OF
NATE GREY!



MARVEL[®]
COMICS

THE INCREDIBLE

APPROVED
BY THE
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SEPT '96 445

THUNDERBOLT

OUTRIGHT
IMPACT 2



TEORIO
STUDIO
CARLOS MOTA
JOE PIMENTEL

DANCING IN THE DARK

CAUGHT IN THE HEART OF A GAMMA-BOMB EXPLOSION, DR. BRUCE BANNER NOW FINDS HIMSELF TRANSFORMED INTO A POWERFUL, DARK, AND DISTORTED REFLECTION OF HIMSELF.

STAN LEE PRESENTS:

**THE INCREDIBLE
HULK**

NEW YORK
CITY...

BOO.

FOR ONSLAUGHT EVENTS
LEADING UP TO THIS, SEE
UNCANNY X-MEN #336!

PETER DAVID writer **ANGEL MEDINA** penciler **ROBIN RIGGS** inker
RICHARD STARKINGS & COMICRAFT letters **GLYNIS OLIVER** colors **MALIBU** enhancement

BOBBIE CHASE editor
BOB HARRAS editor in chief



AAAAHHH!

DON'T KILL ME!
DON'T KILL ME!



SHUT UP.

YOU'RE HERE... WHY?

I'M... I'M A MOTORMAN... MY SUBWAY'S STUCK... NO POWER...

I'M SCOUTING AHEAD... TO LEAD PEOPLE TO SAFETY...



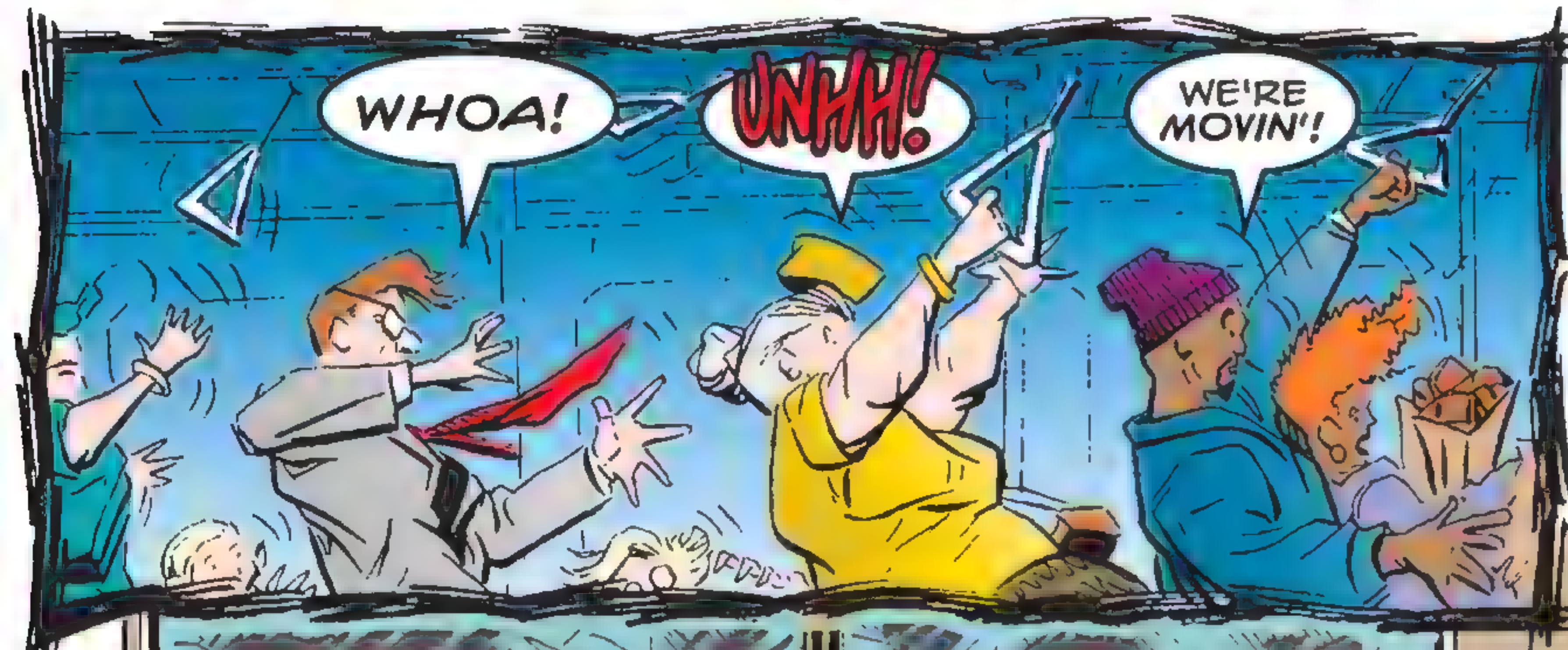
WHERE'S THE TRAIN?



LADY, WILL YOU SHUT THAT BRAT UP!

HE'S SCARED, AWRIGHT?! HE'S HUNGRY AND TIRED AND IT STINKS IN HERE!

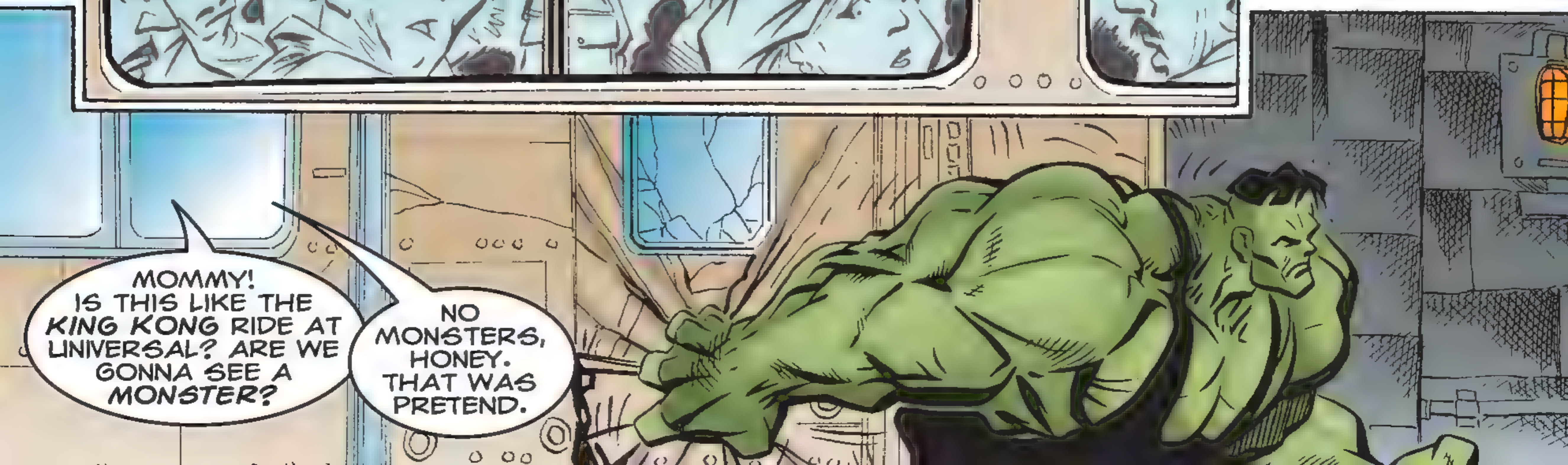
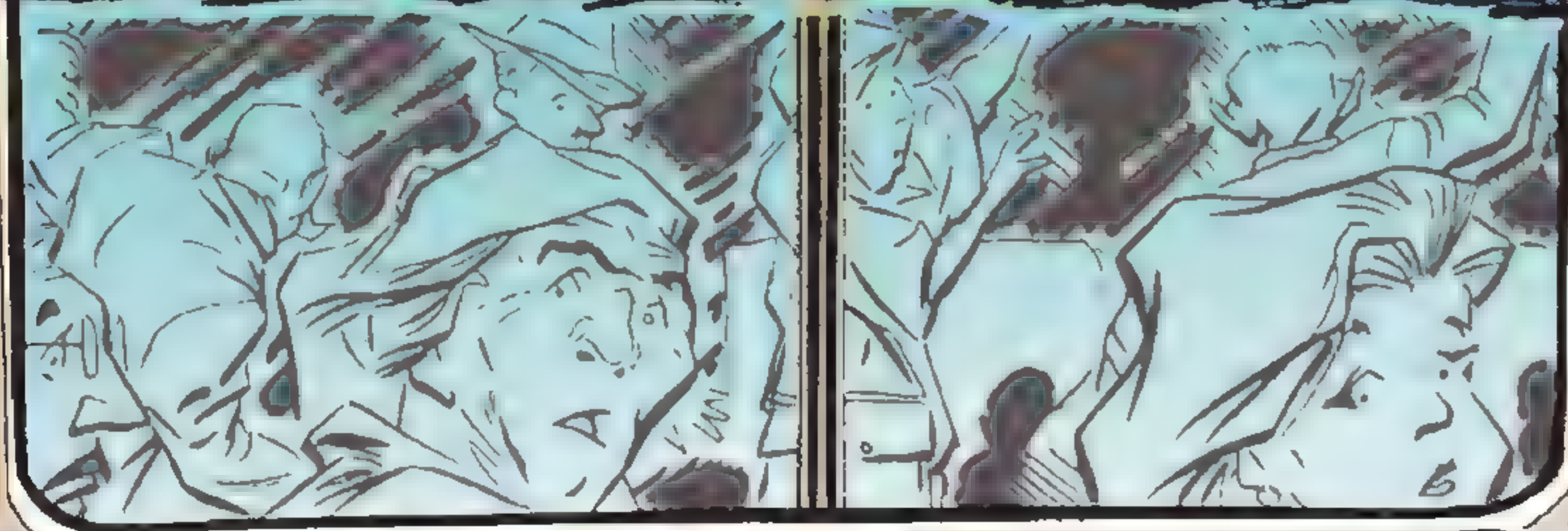
MOMMMY... I GOTTA GO SO BAAAAAD!



WHOA!

UNHHH!

WE'RE MOVIN'!

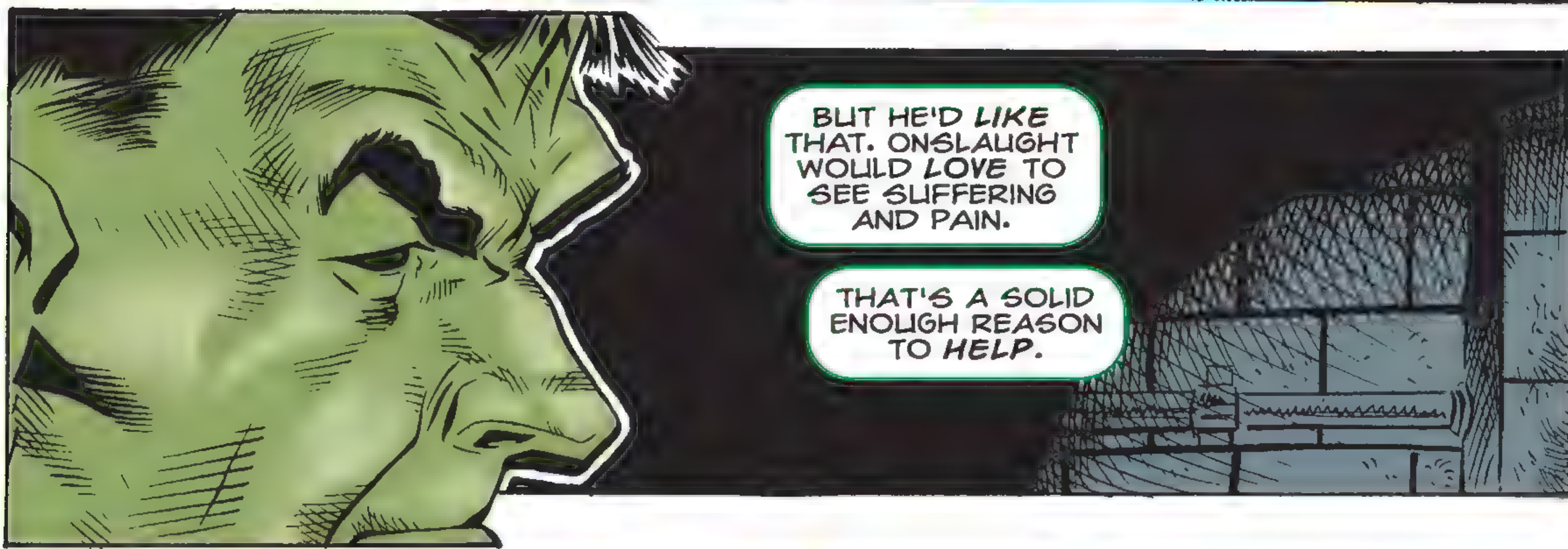


MOMMY! IS THIS LIKE THE KING KONG RIDE AT UNIVERSAL? ARE WE GONNA SEE A MONSTER?

NO MONSTERS, HONEY. THAT WAS PRETEND.



IDIOTS. SHOULD
LEAVE THEM TO
ROT.



BUT HE'D LIKE
THAT. ONSLAUGHT
WOULD LOVE TO
SEE SUFFERING
AND PAIN.

THAT'S A SOLID
ENOUGH REASON
TO *HELP*.



FIRST HE TOOK
OVER MY *MIND*.
THEN HE TOOK
OVER THIS CITY.



BY HELPING
THESE PEOPLE,
I TAKE *BACK* A
SMALL PIECE.



AND THAT'S HOW
WE'RE GOING TO
GET HIM.

ONE SMALL
PIECE AT A
TIME.



MOMMY!
I KNEW IT!
THERE WAS A
MONSTER,
MOMMY!

I TOLD
YOU IT WAS
PRETEND.
LET'S GO!

LOS ANGELES
INTERNATIONAL
AIRPORT...

LOOK,
I NEED TO
GET A TICKET
FROM L.A. TO
NEW YORK...
FAST!

SIR,
MAYBE YOU
HAVEN'T SEEN THE
NEWS... BUT THERE'RE
NO FLIGHTS INTO
OR OUT OF NEW
YORK. THERE'S A
PROBLEM --

I
KNOW THERE'S
A PROBLEM!
THAT'S WHY I'M
TRYING TO GET
THERE!

HEY...
AIN'T YOU **RICK
JONES?**

NO.

LOOK,
I'VE BEEN TO
TWO OTHER AIRLINES.
SOMEBODY **MUST**
BE **RLINNING**
FLIGHTS...

A
CHARTER!
WHO DO I
TALK TO ABOUT
CHARTERING A
PLANE?

I
DOUBT ANYONE
WOULD **TAKE** YOU! IN ANY
EVENT, THE AIRPORTS ARE
CLOSED. YOU COULDN'T LAND.

I COULD
SKYDIVE.

YOU
ARE **RICK JONES!**
CAN I GET YOUR
AUTOGRAPH?!

I BEEN
IN L.A. TWO WEEKS!
I GOT AUTOGRAPHS
FROM THOSE "SPACE
CASES" GUYS... **WALTER
JONES** AND **RAHI
AZIZI...**

BUT
YOU'RE THE
FIRST TALK
SHOW HOST
I MET.

SIR, TO BE BLUNT...
IT'S **SUICIDE**
HEADING OUT
THERE.

IT'S NOT
THAT! PEOPLE
WHO MEAN
SOMETHING TO
ME ARE IN
DANGER!

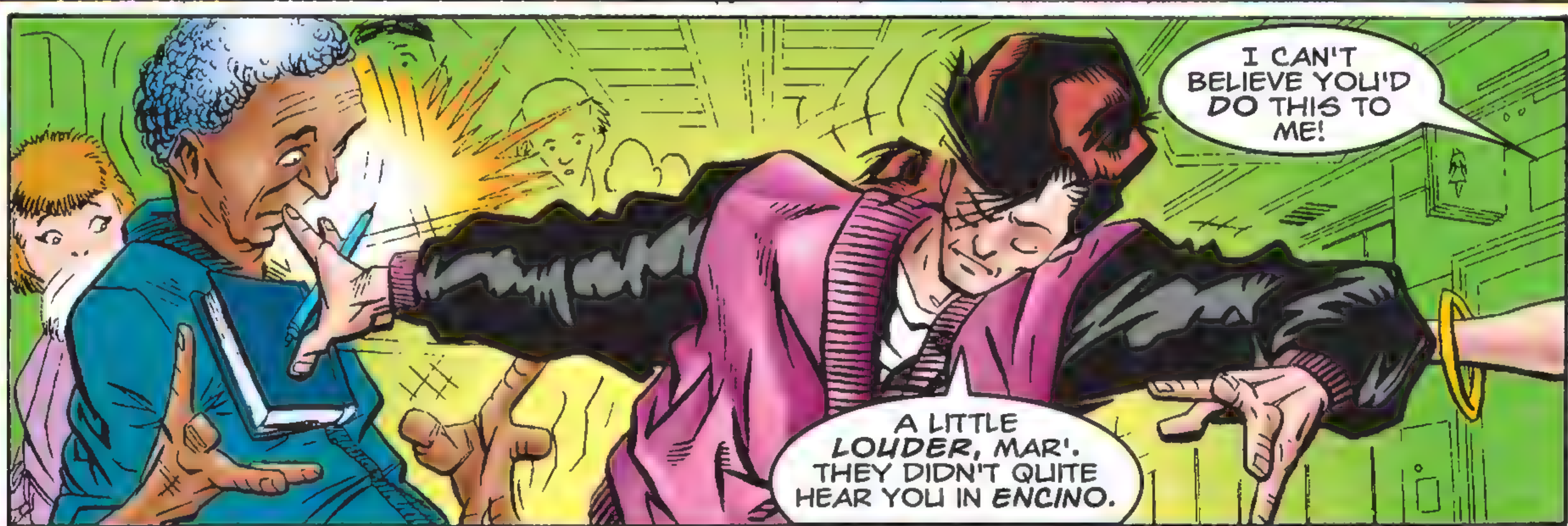
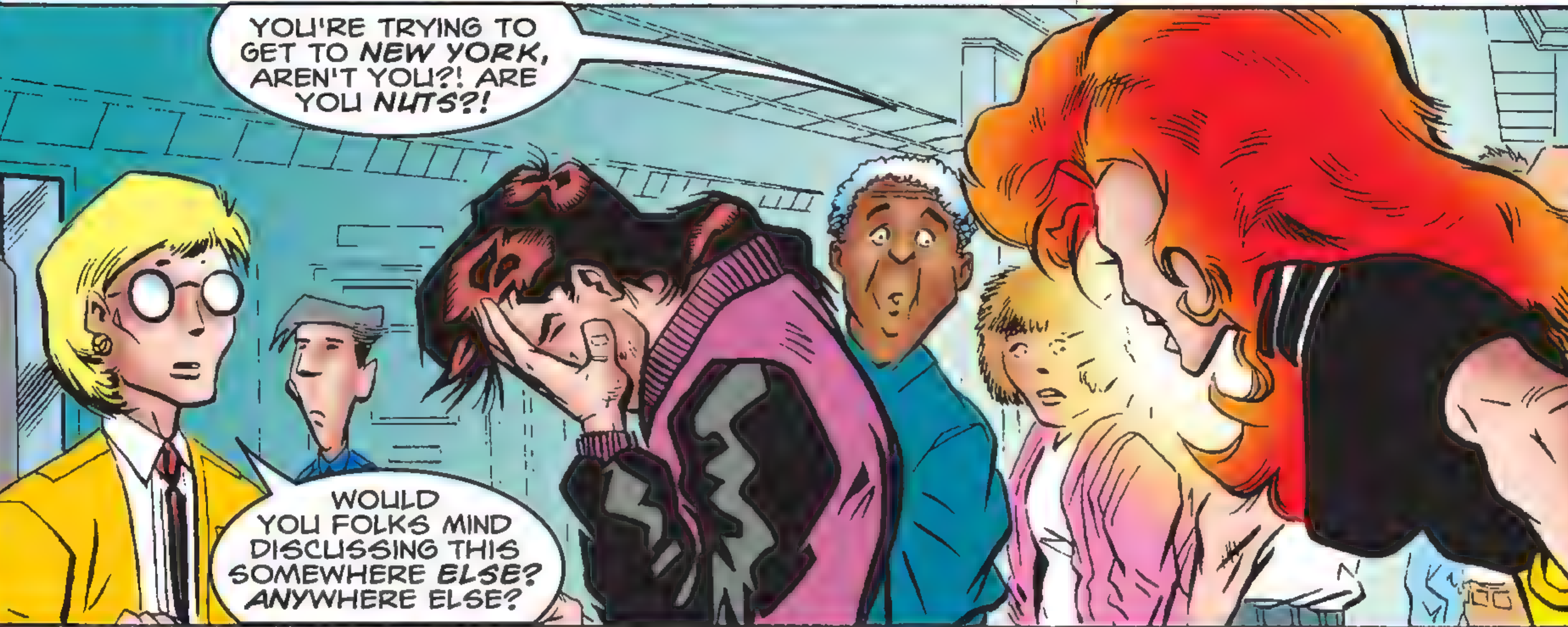


THERE YOU ARE! WHAT ARE YOU DOING HERE?!

Lh Oh. I THINK YOU'RE BUSTED, MAN.

YOU'RE TRYING TO GET TO NEW YORK, AREN'T YOU?! ARE YOU NUTS?!

WOULD YOU FOLKS MIND DISCUSSING THIS SOMEWHERE ELSE? ANYWHERE ELSE?



I CAN'T BELIEVE YOU'D DO THIS TO ME!

A LITTLE LOUDER, MAR!. THEY DIDN'T QUITE HEAR YOU IN ENCINO.



NEVER BEEN SO EMBARRASSED...

WELL, YOU WENT RUNNING OFF! ALLOW ME TO BE BUGGED!



Huh?

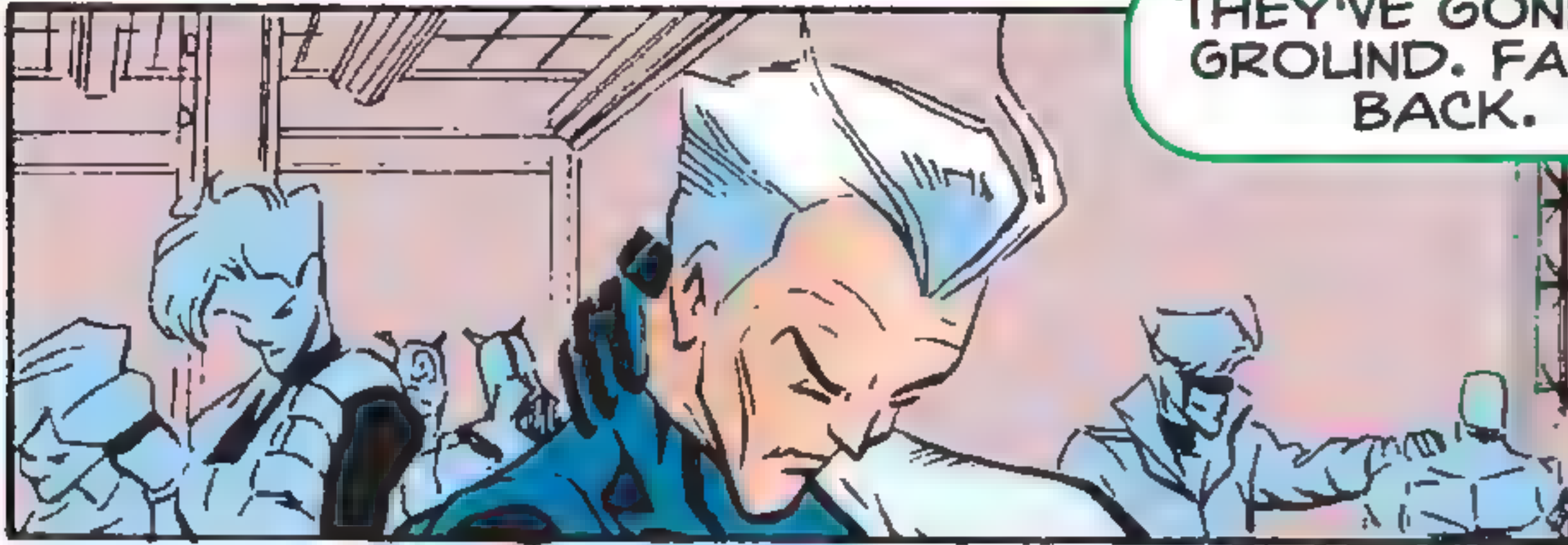


DANG! I WAS SURE THAT WAS RICK JONES!

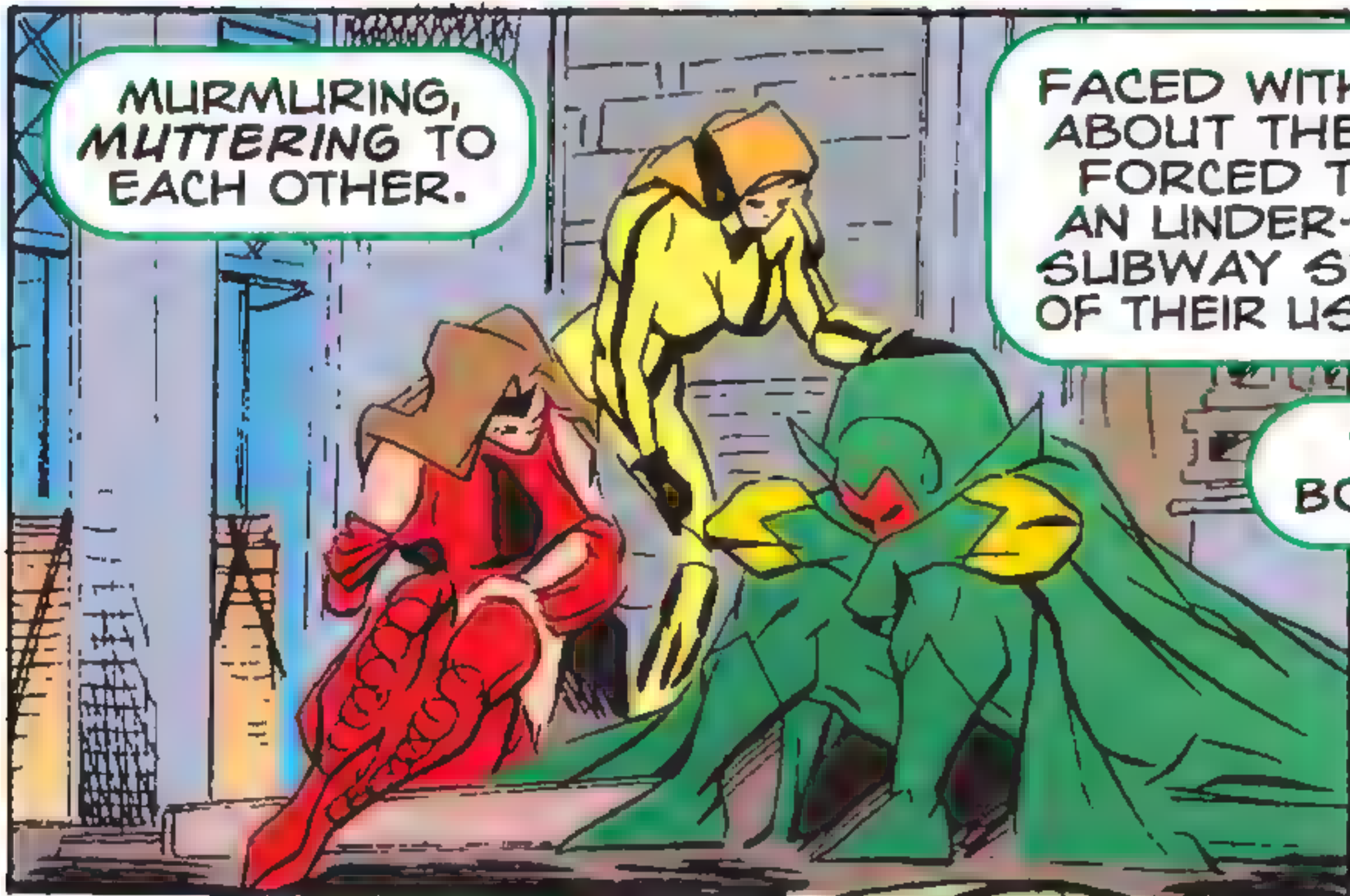
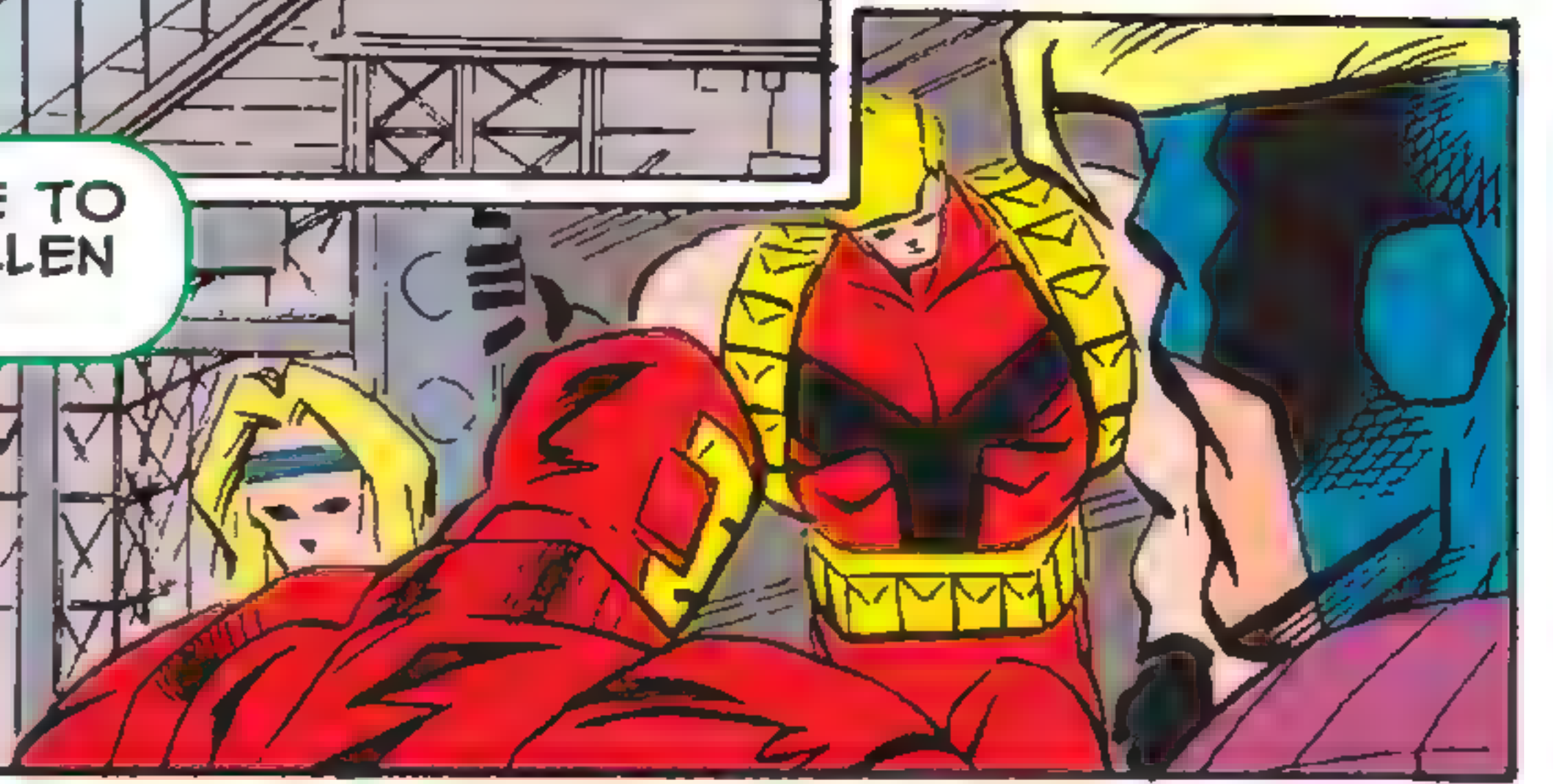
BEST REGARDS,
YOUR PAL,
BILL MUMMY



IT'S NOT ONE OF THE GREAT MOMENTS IN HERO HISTORY.



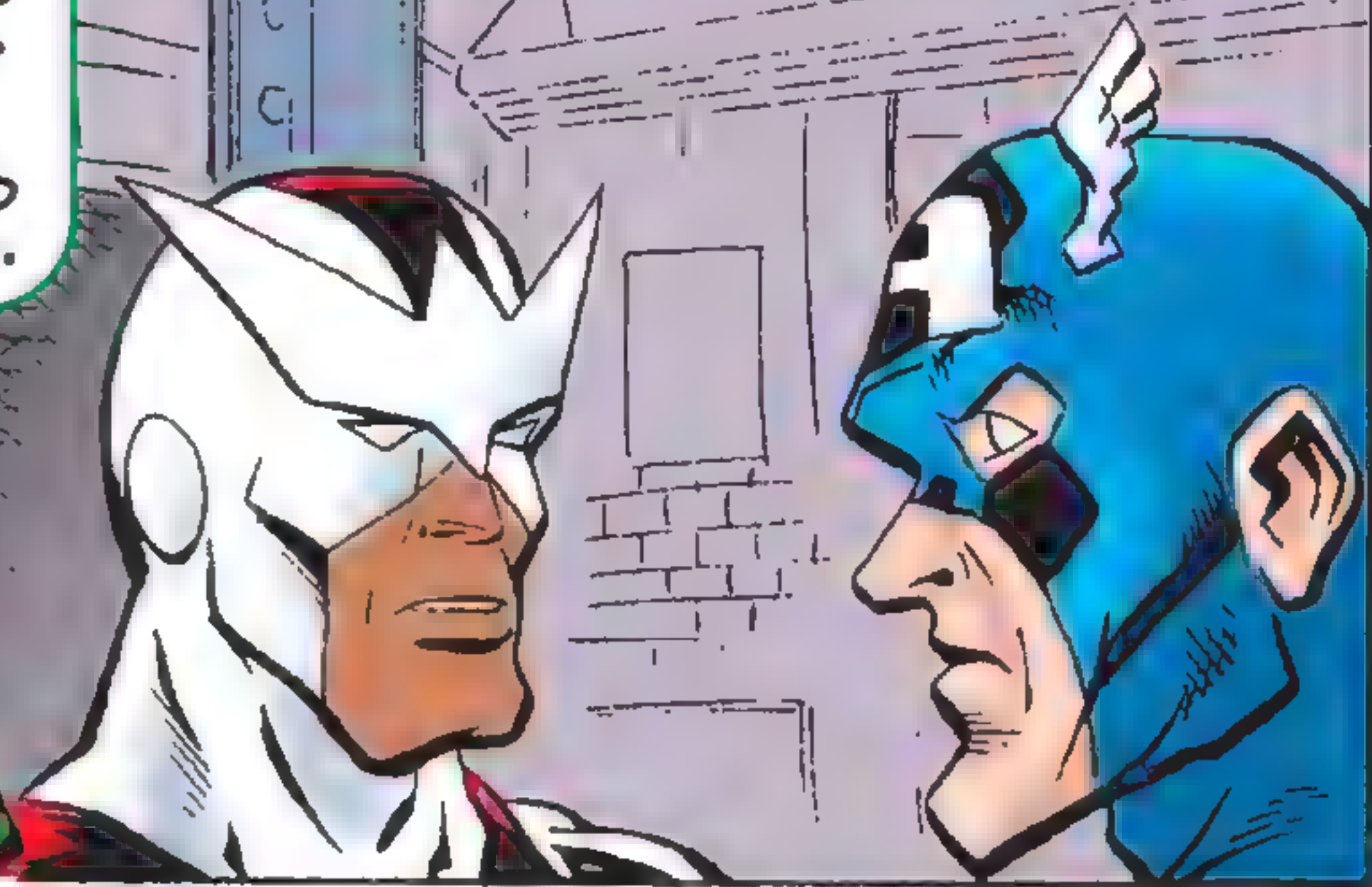
THEY'VE GONE TO GROUND. FALLEN BACK.



MURMURING, MUTTERING TO EACH OTHER.

FACED WITH HARD TRUTHS ABOUT THEIR LIMITATIONS. FORCED TO RETREAT TO AN UNDER-CONSTRUCTION SUBWAY STATION INSTEAD OF THEIR USUAL FANCY DIGGS.

DOESN'T BOTHER ME.



I'VE HIDDEN IN CAVES... FORESTS... SEWERS. I'M NOT AS PICKY AS THEY ARE.

AND AS FOR LIMITATIONS...

DEVIL TAKE THEM.



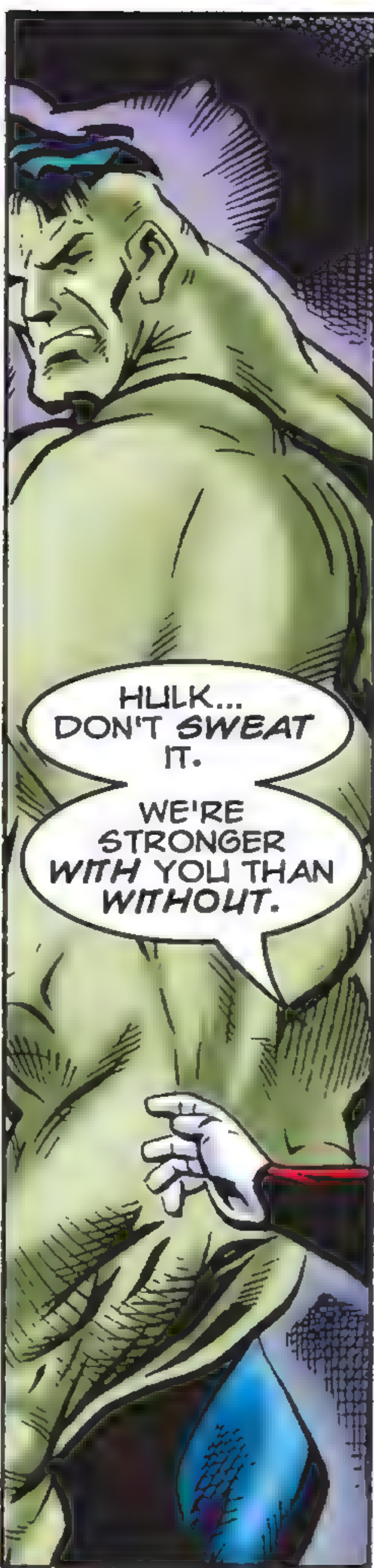
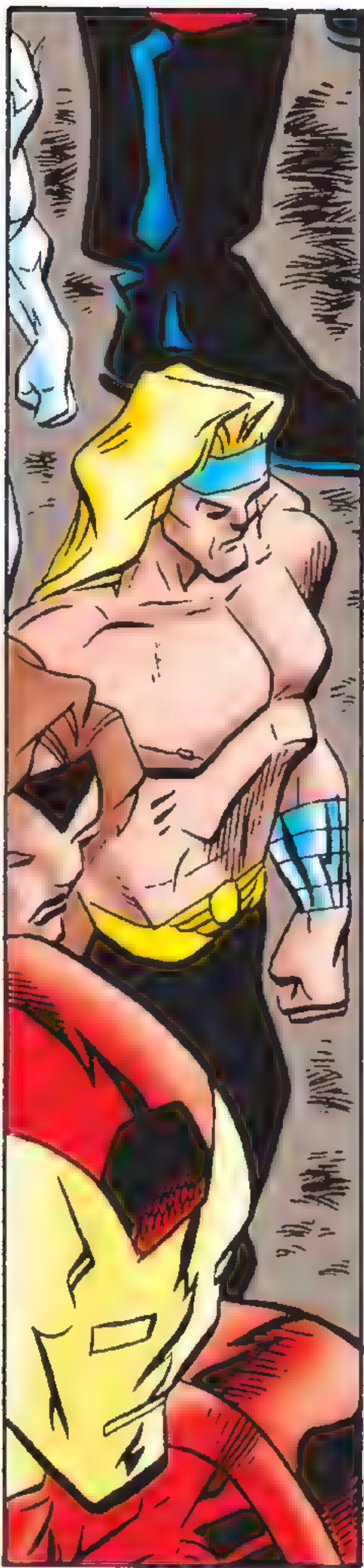
AS I PASS BY, CONVERSATION DIES.

THEY STILL SEE ME AS AN ENEMY... NOT A TRUE ALLY.





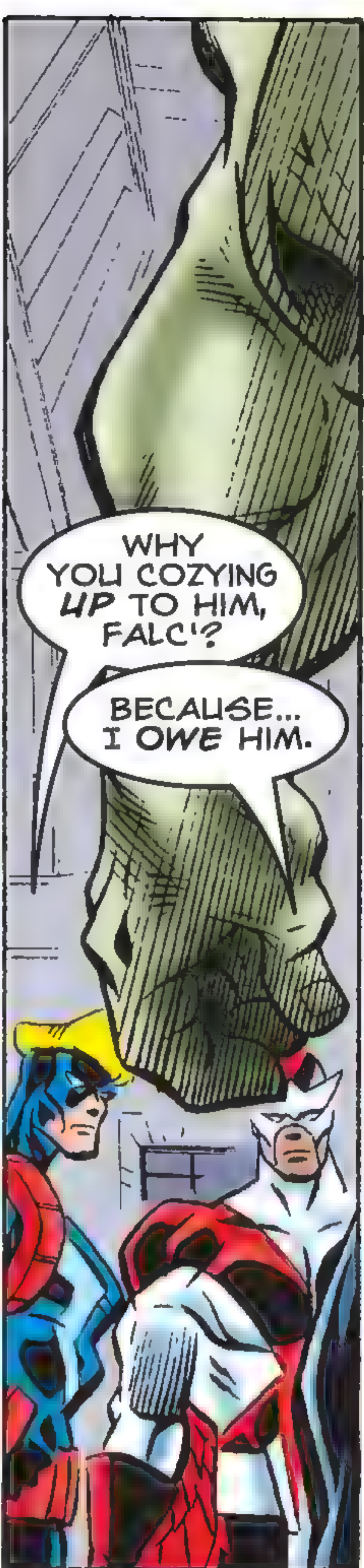
STOP
LOOKIN' AT
ME LIKE
THAT...
...UNLESS
YOU'D PREFER
I JOINED THE
OTHER
SIDE.



HULK...
DON'T SWEAT
IT.
WE'RE
STRONGER
WITH YOU THAN
WITHOUT.



THAT
RIGHT,
FALCON?
YEAH,
THAT'S RIGHT.
THEY KNOW IT...
AND SO DO
YOU.



WHY
YOU COZYING
UP TO HIM,
FALC'?

BECAUSE...
I OWE HIM.



OKAY...
WE'VE LICKED
OUR WOUNDS
LONG ENOUGH.
LET'S TAKE
THE FIGHT TO
HIM.

UNWISE.
FOR THE
MOMENT, WE HAVE
TO TEND TO THE
INJURED... PLAN
STRATEGY...

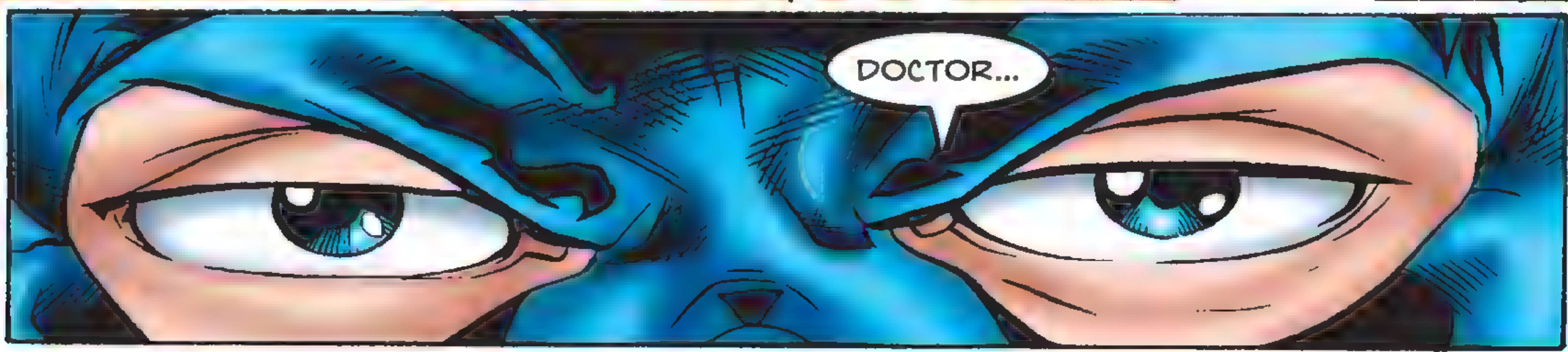


ALL OF
WHICH HE'LL BE
EXPECTING US TO DO. BUT
BATTLE'S NINETY PERCENT
STATE-OF-MIND. LONGER WE
HIDE, MORE CONFIDENT
HE BECOMES. BUT IF
WE STRIKE --

BEFORE
WE'RE
READY?



BEFORE
HE'S READY.



DOCTOR...



"...AT THIS VERY MOMENT,
ONSLAUGHT'S CASTLE
CONSUMES SEVERAL
SQUARE MILES OF
CENTRAL PARK.

"FROM WHAT I'VE
GATHERED, IT IS
CONTINUING TO
GROW. WE *HURLED*
OURSELVES INTO
BATTLE AGAINST
HIM...

"...AND YOU
SEE THE
RESULTS.

"I WOULD HAVE TO
GUESS THAT IF
THERE'S ONE THING
THAT ONSLAUGHT
ALREADY IS...

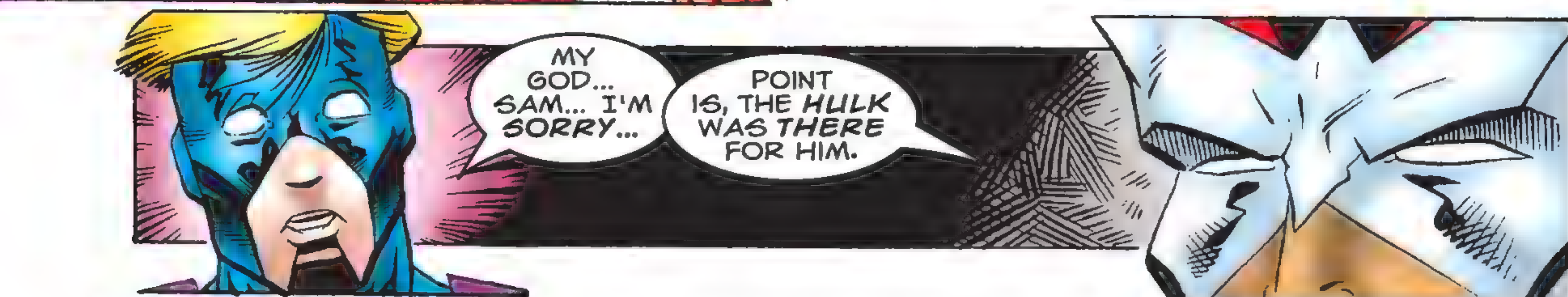
"...IT'S
READY".



I DON'T GET IT. OWE HIM FOR WHAT?

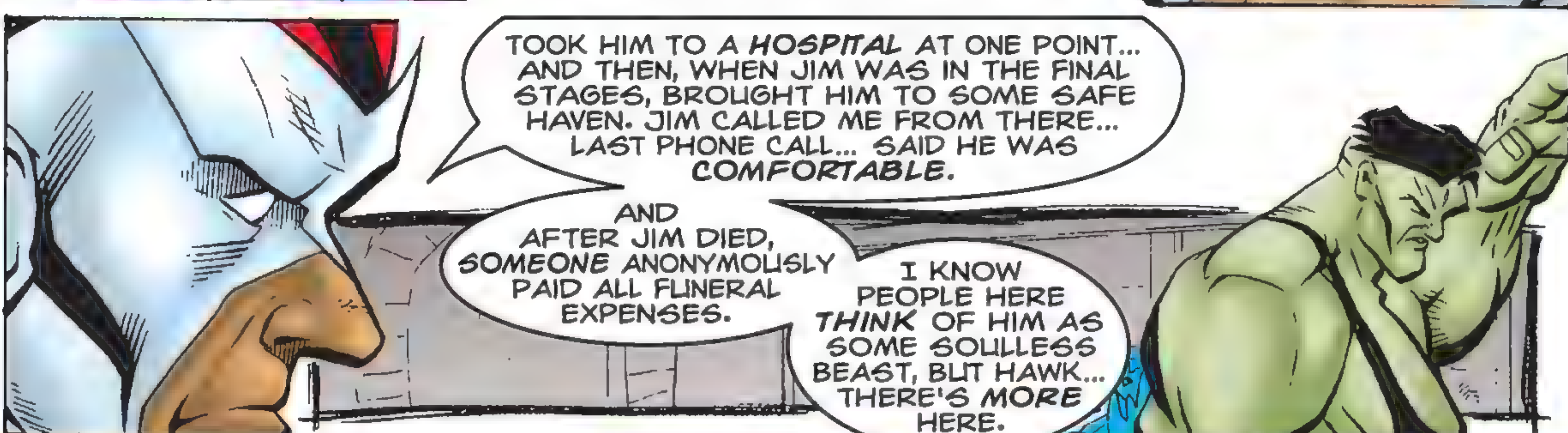
LOOK, YOU PROBABLY DIDN'T HEAR. THE FAMILY KEPT IT UNDER WRAPS 'CAUSE WE DIDN'T WANT A MEDIA CIRCUS...

...BLT MY NEPHEW, JIM, DIED OF AIDS LAST YEAR.



MY GOD... SAM... I'M SORRY...

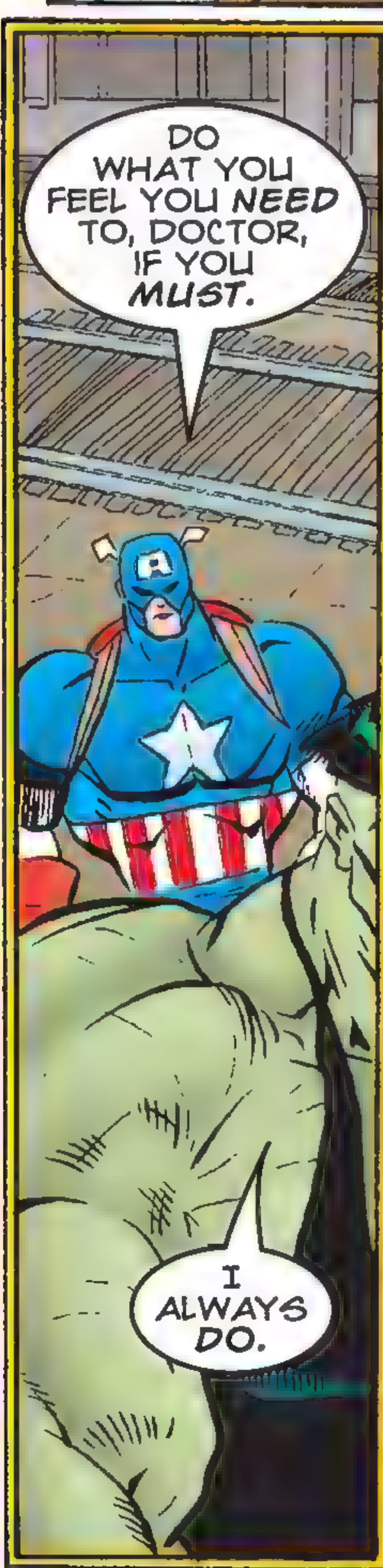
POINT IS, THE HULK WAS THERE FOR HIM.



TOOK HIM TO A HOSPITAL AT ONE POINT... AND THEN, WHEN JIM WAS IN THE FINAL STAGES, BROUGHT HIM TO SOME SAFE HAVEN. JIM CALLED ME FROM THERE... LAST PHONE CALL... SAID HE WAS COMFORTABLE.

AND AFTER JIM DIED, SOMEONE ANONYMOLISLY PAID ALL FLINERAL EXPENSES.

I KNOW PEOPLE HERE THINK OF HIM AS SOME SOULLESS BEAST, BLT HAWK... THERE'S MORE HERE.



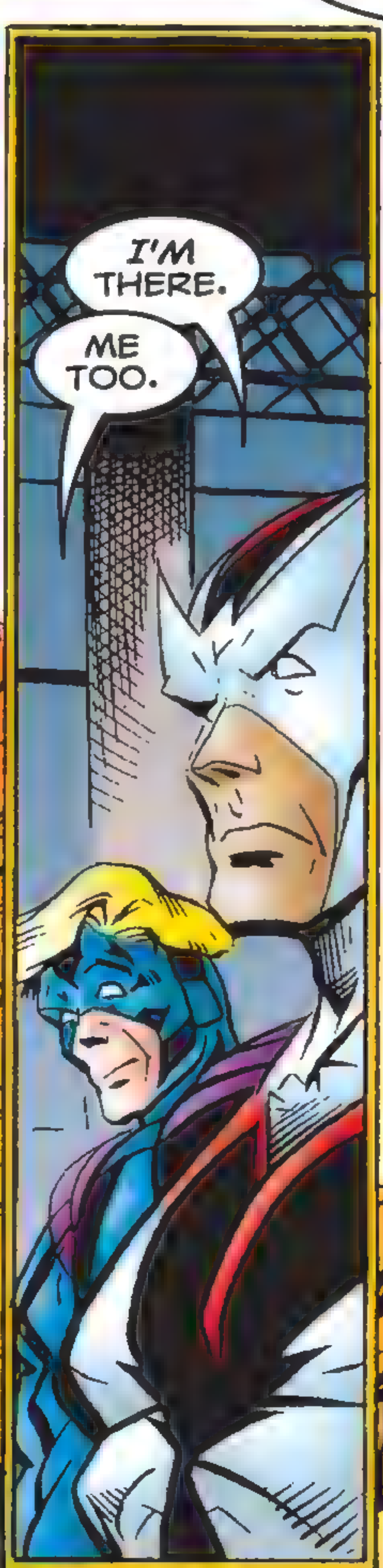
DO WHAT YOU FEEL YOU NEED TO, DOCTOR, IF YOU MUST.

I ALWAYS DO.



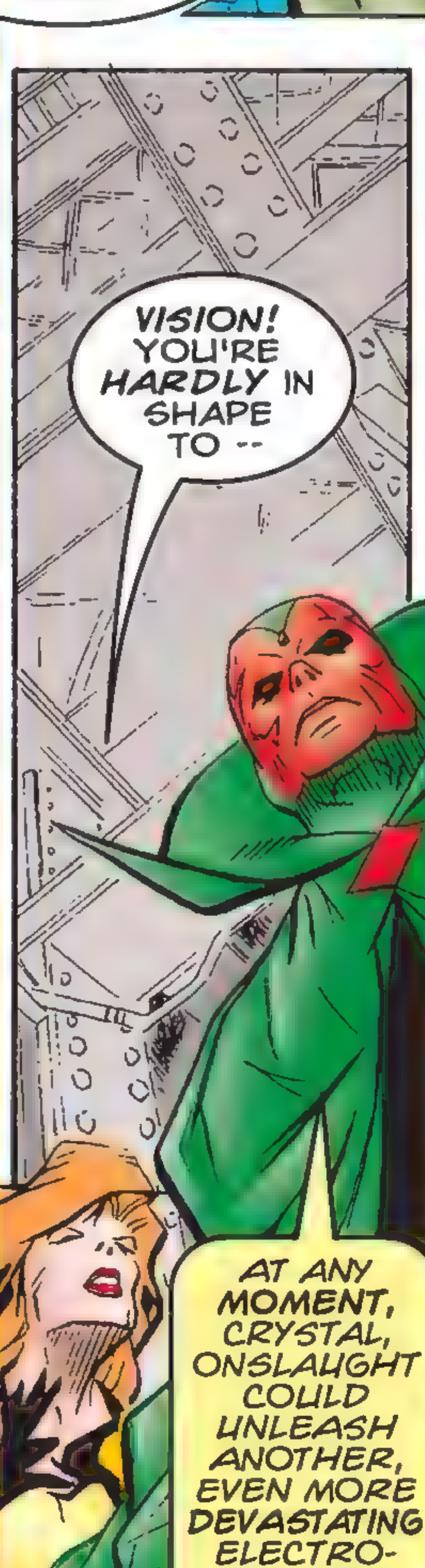
I'M TAKING A SHOT AT ONSLAUGHT. I'LL BE GOING THROUGH THE TUNNELS UNDER CENTRAL PARK.

ANYONE CARE TO COME?



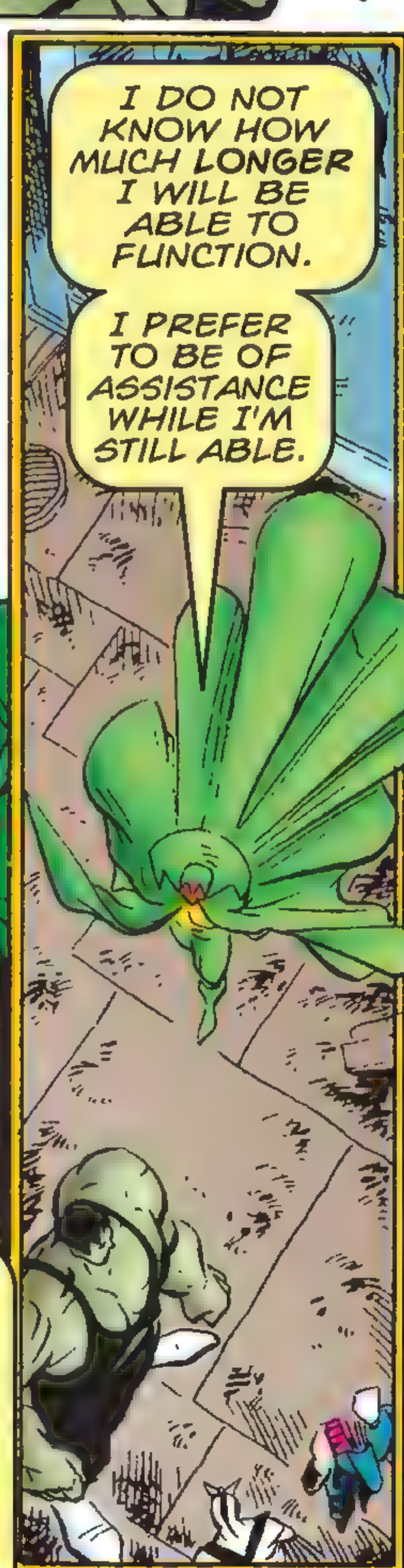
I'M THERE.

ME TOO.



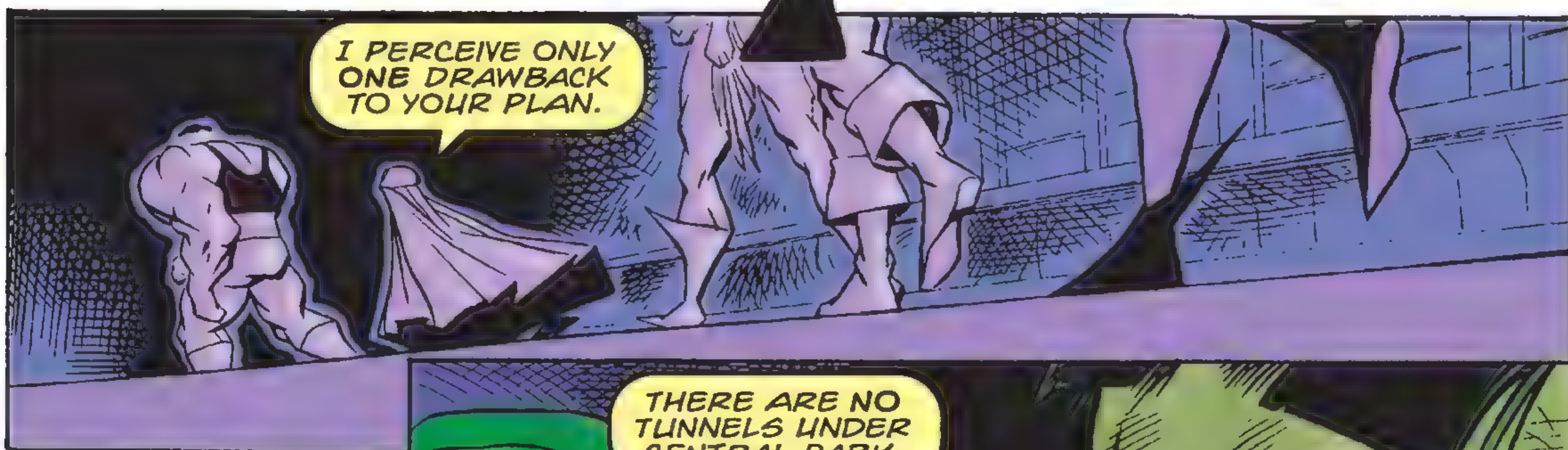
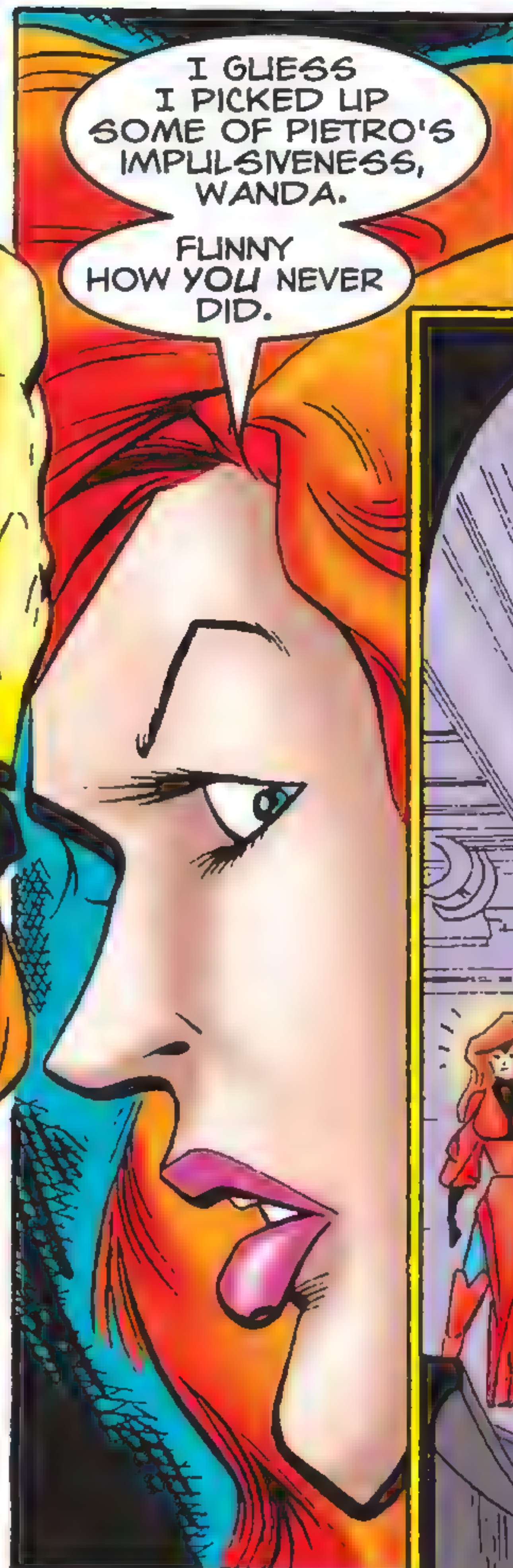
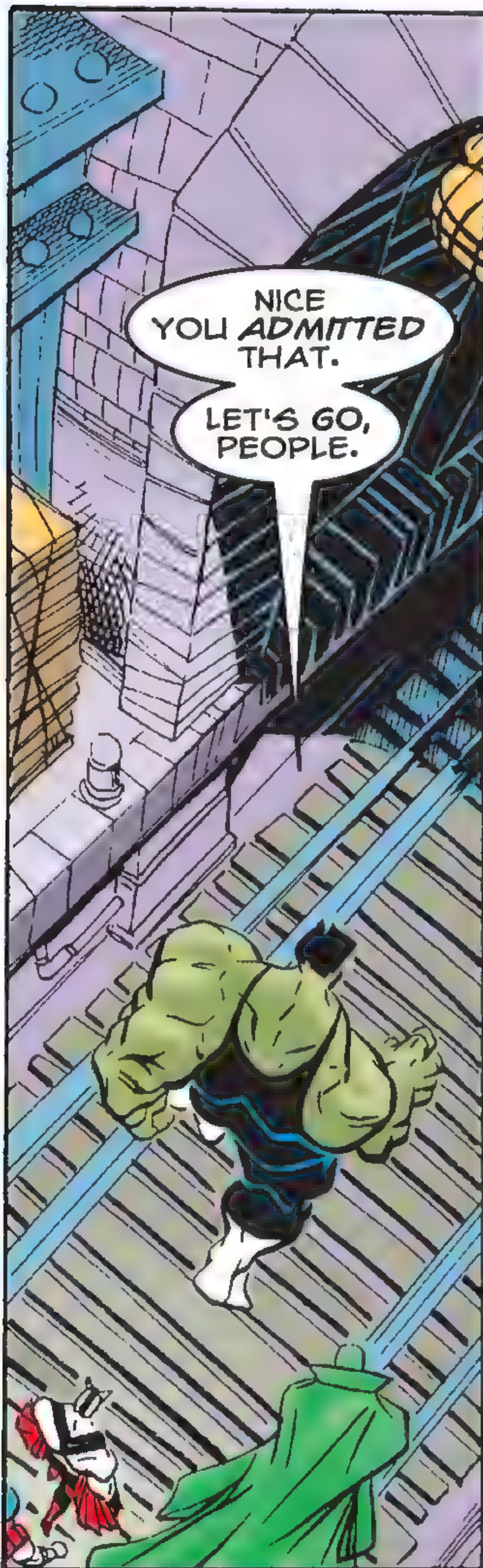
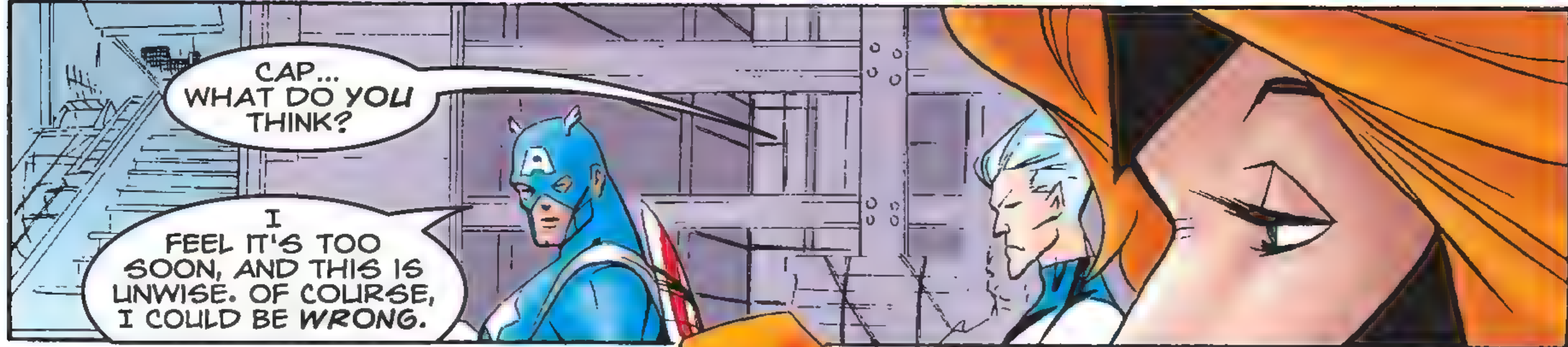
VISION! YOU'RE HARDLY IN SHAPE TO --

AT ANY MOMENT, CRYSTAL, ONSLAUGHT COULD UNLEASH ANOTHER, EVEN MORE DEVASTATING ELECTRO-MAGNETIC PULSE.



I DO NOT KNOW HOW MUCH LONGER I WILL BE ABLE TO FUNCTION.

I PREFER TO BE OF ASSISTANCE WHILE I'M STILL ABLE.



SOMEWHERE,
IN A PANTHEON
SAFE HOUSE...

WHERE...

WHERE
AM I?! WHAT'S
HAPPENING?!

CAREFUL.
YOU'LL YANK
OUT THE I.V.
TUBE.

YOU
WERE BURNING
UP WITH 104° FEVER
WHEN WE FOUND
YOU. DEHYDRATED,
WITH A KILLER
INFECTION.

A LOT OF
WHAT HAPPENED... IS
FUZZY. WHO ARE YOU?
AND WHO WAS THAT
WALKING LAND MASS
THAT FOUND
ME?

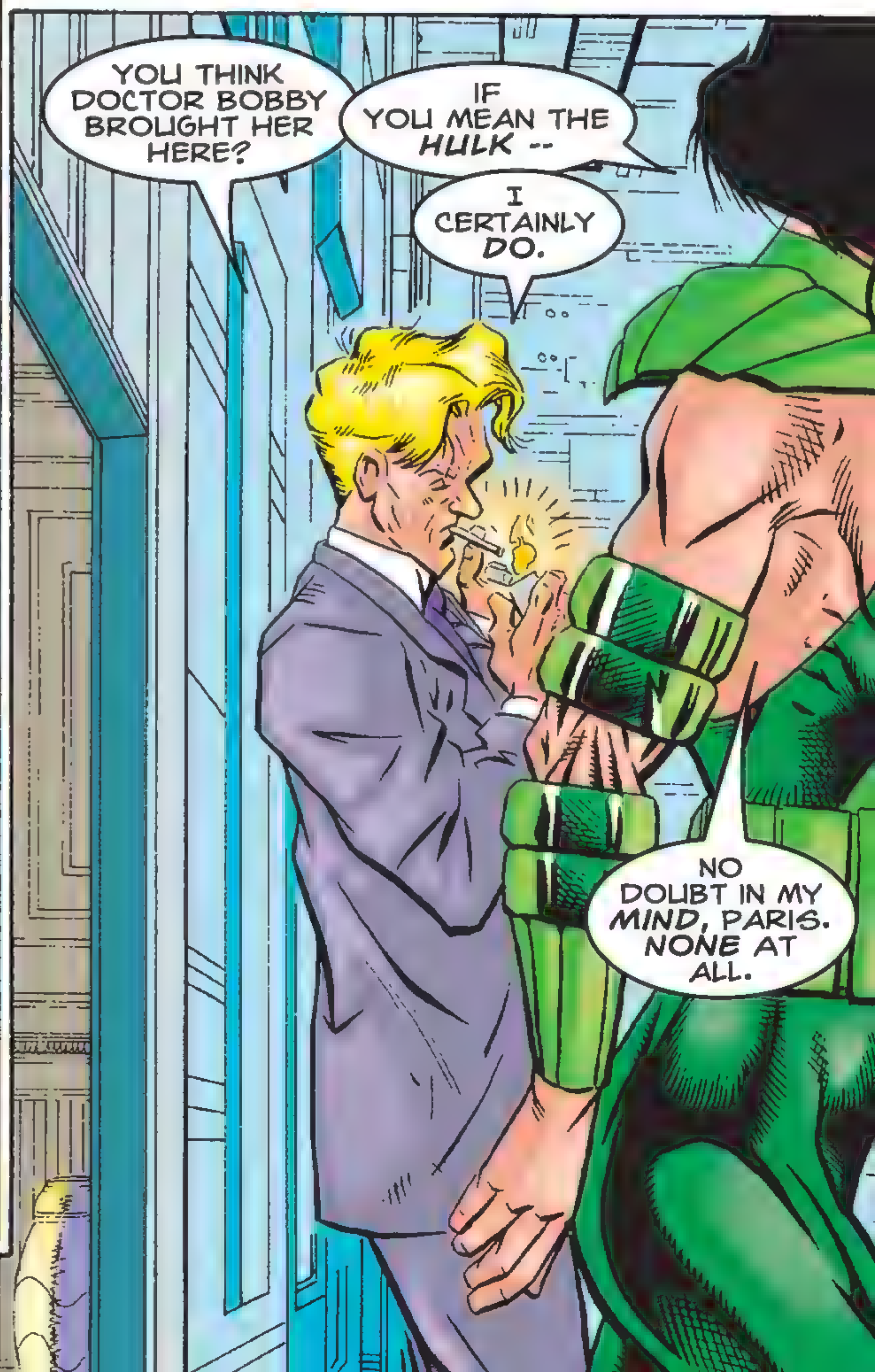
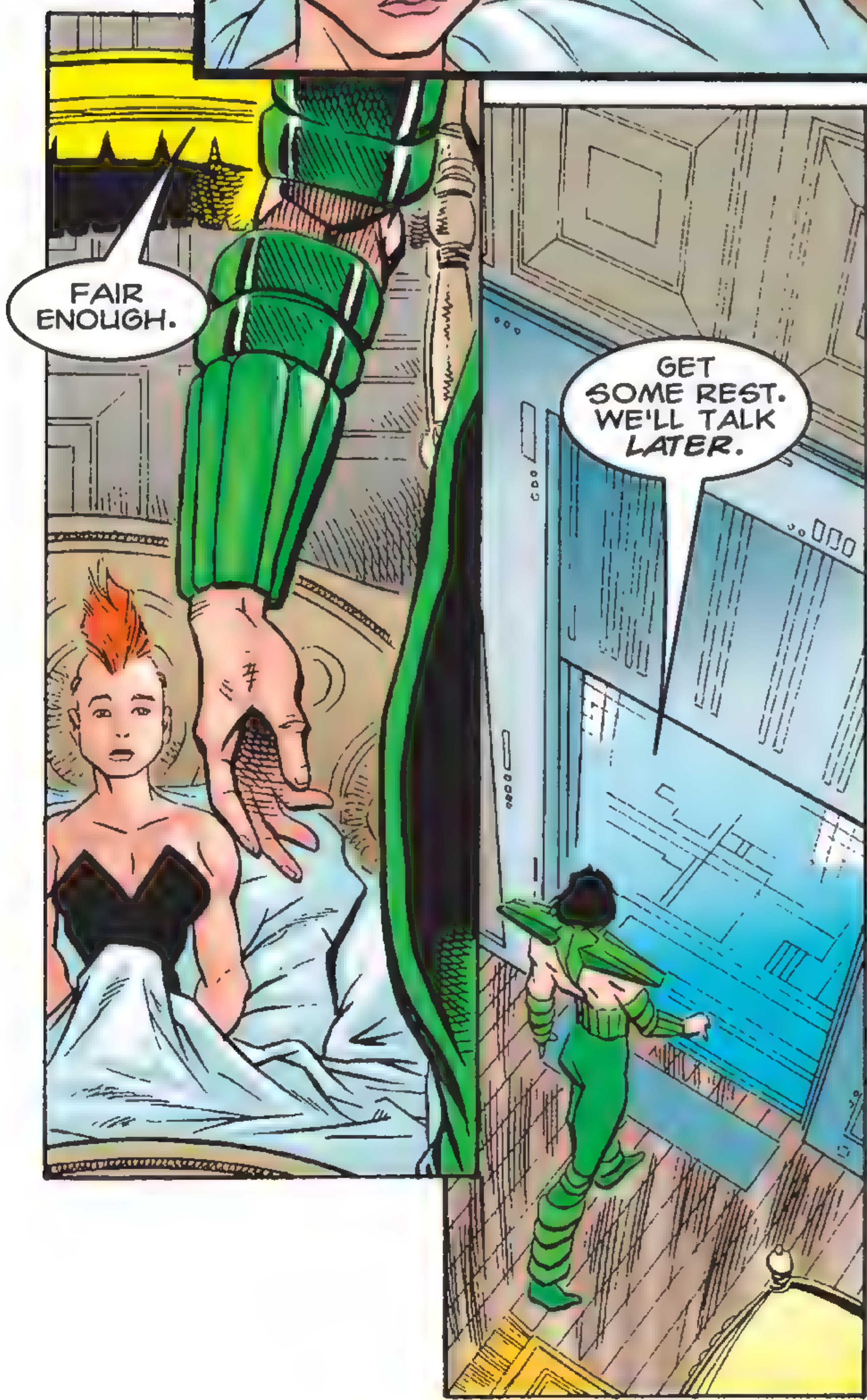
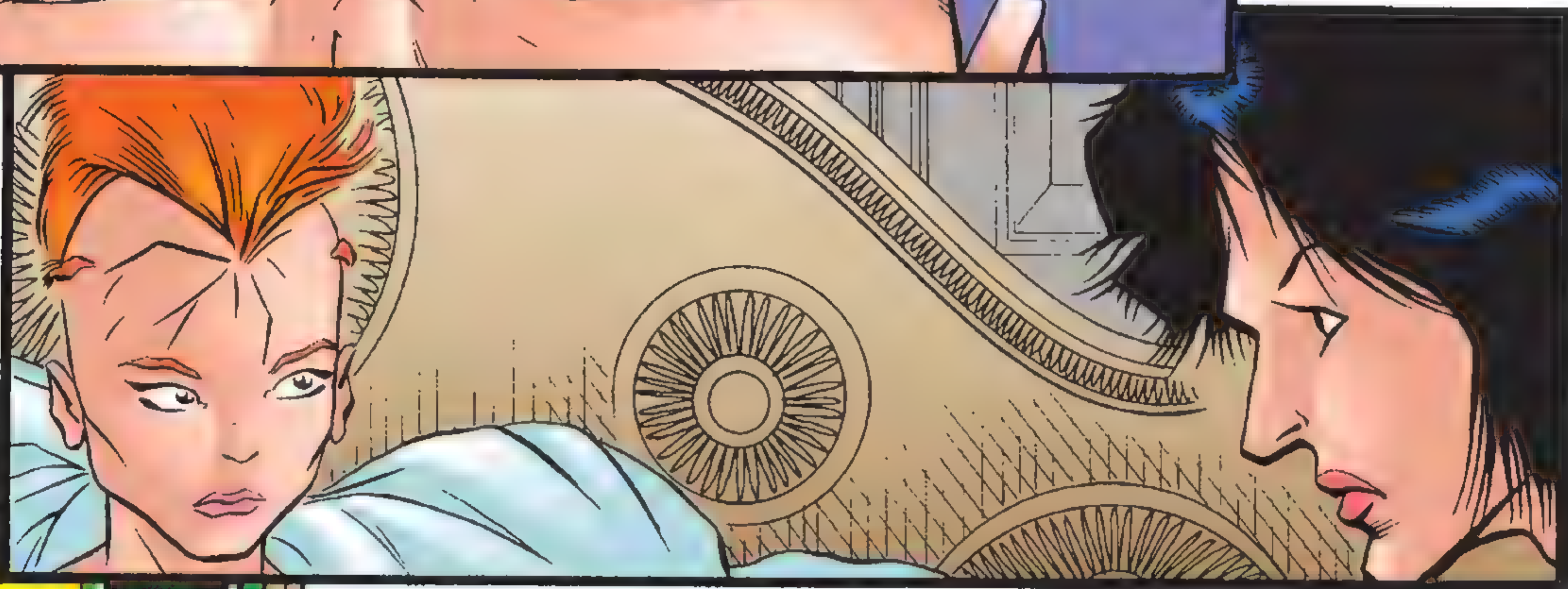
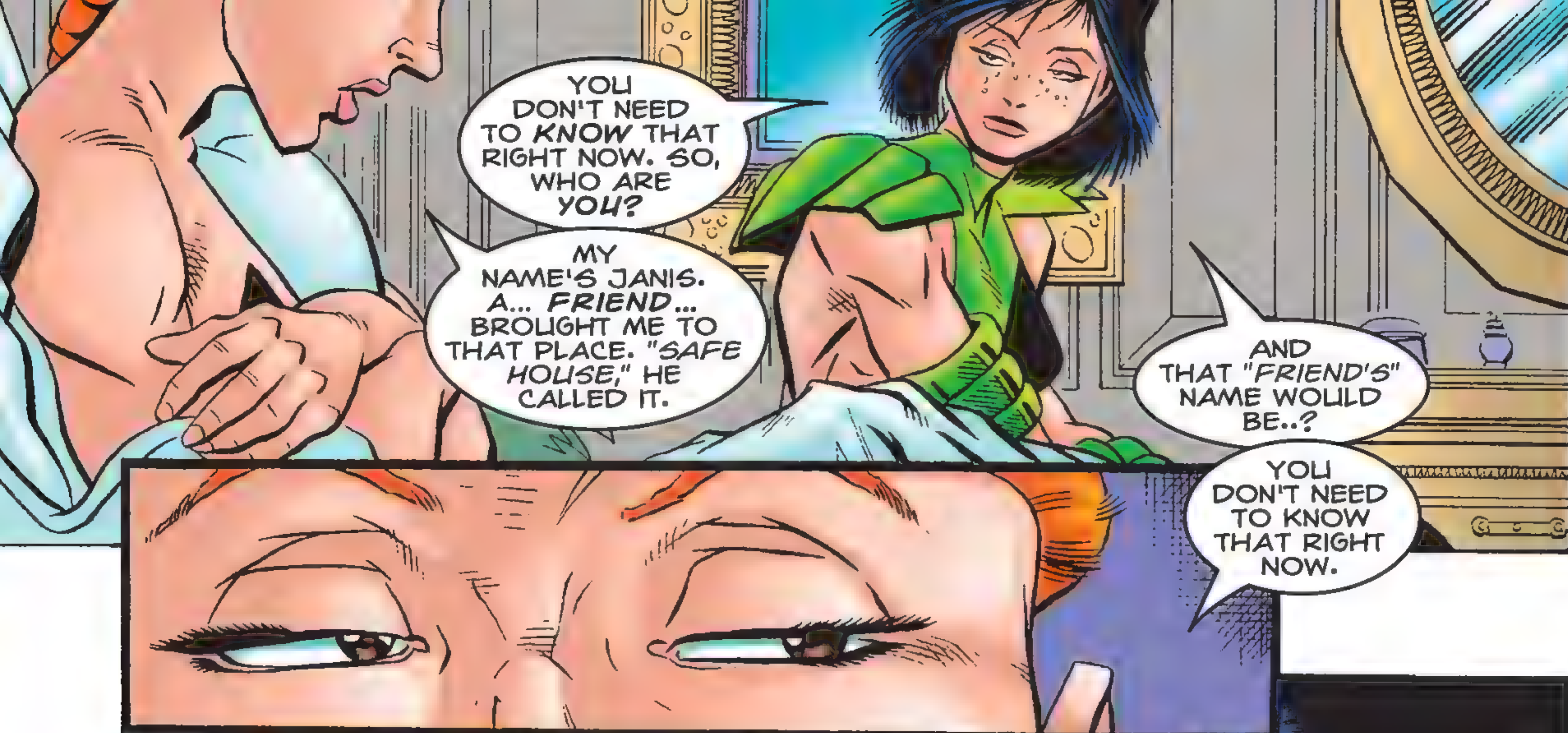
THE
LAND MASS
WAS AJAX. I'M
ATALANTA. AND
THAT PLACE WHERE
WE FOUND YOU
BELONGS TO
US.

WE
HADN'T
USED IT FOR
A WHILE.
WE'VE HAD
SOME...

...SETBACKS...
IN THIS
PART OF THE
WORLD.

BUT
WITH THIS
STUFF GOING DOWN
IN NEW YORK, WE
THOUGHT IT BEST IF WE
STARTED GATHERING
A U.S. PRESENCE
AGAIN --

WHO'S
"WE"?





IT WOULD
APPEAR THE
HULK'S
BEARINGS
ARE CORRECT.



HIS SENSE OF
DIRECTION
BORDERS ON THE
SUPERNATURAL.

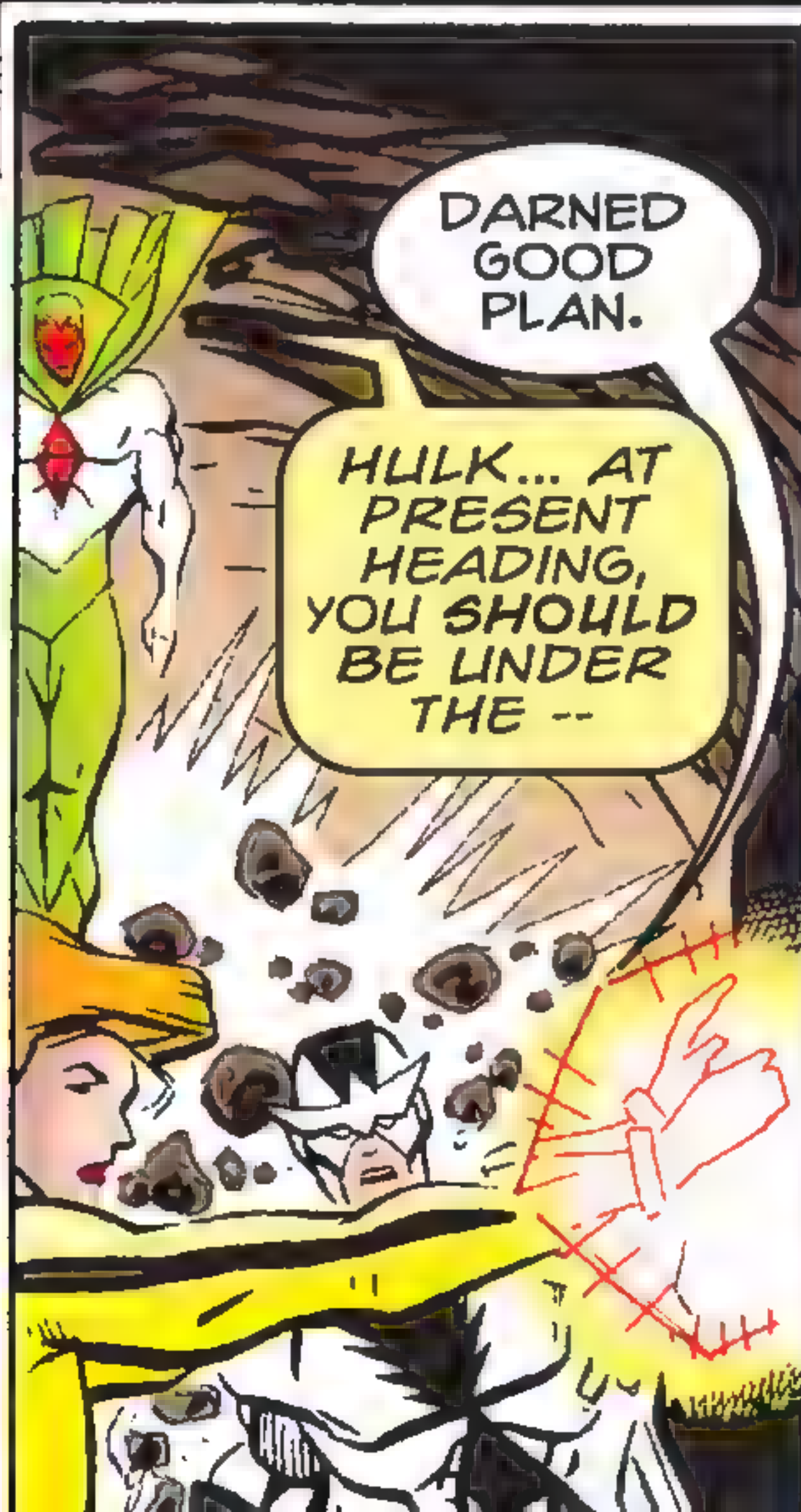


YO!
MUSCLES!
WATCH THE
FLYING DEBRIS,
WOULD'JA?

CRYSTAL,
WHAT ARE YOU
DOING?

THE
WALLS OF
EARTH AROUND US
ARE FAIRLY WEAK. THE
"EARTH" PART OF MY
ELEMENTAL POWERS
DOES MORE THAN
JUST CAUSE
QUAKES.

I CAN
ALSO PREVENT
CAVE-INS.



DARNED
GOOD
PLAN.

HULK... AT
PRESENT
HEADING,
YOU SHOULD
BE UNDER
THE --



ARRH!

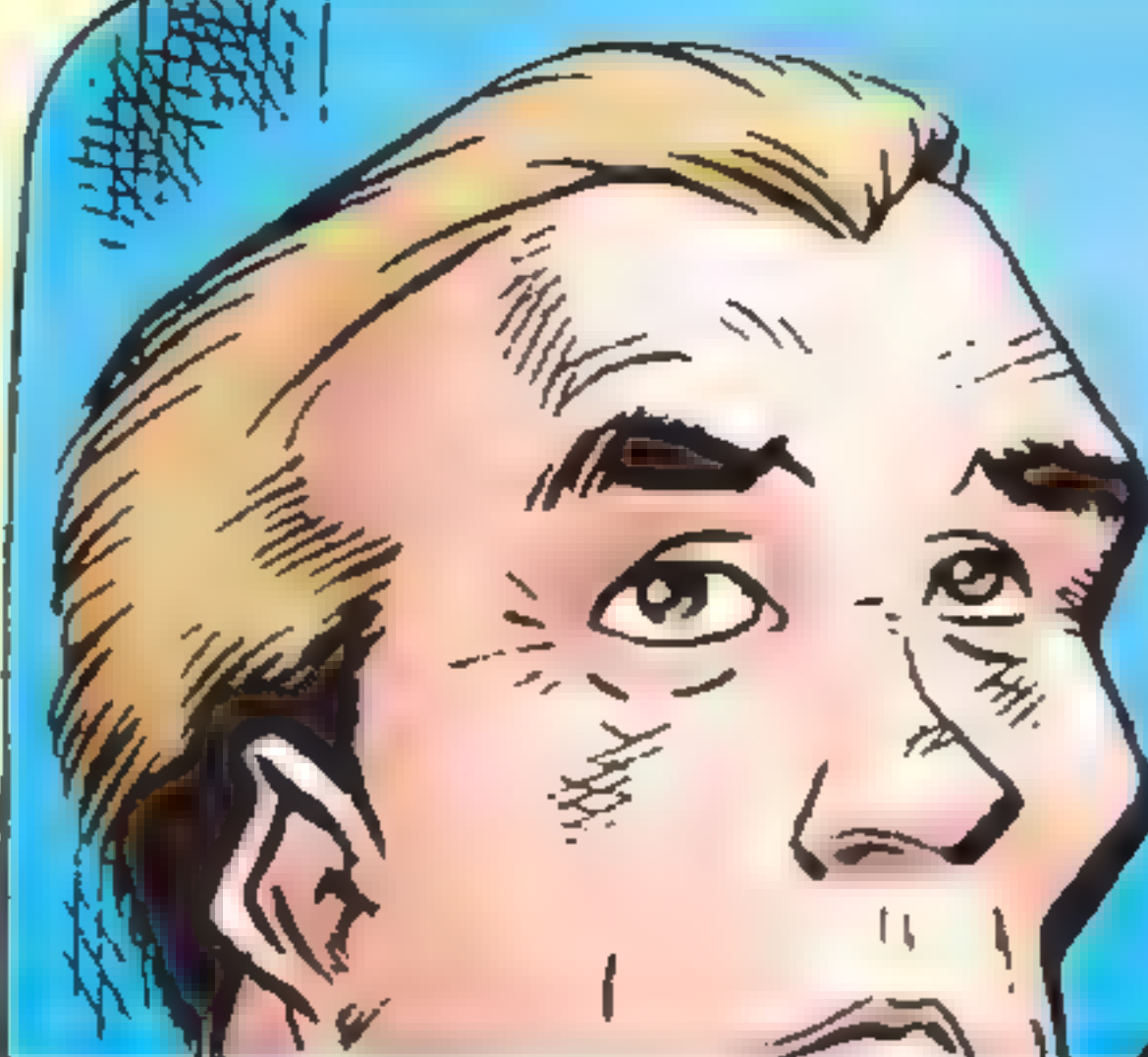
ONSLAUGHT'S
ON TO US!



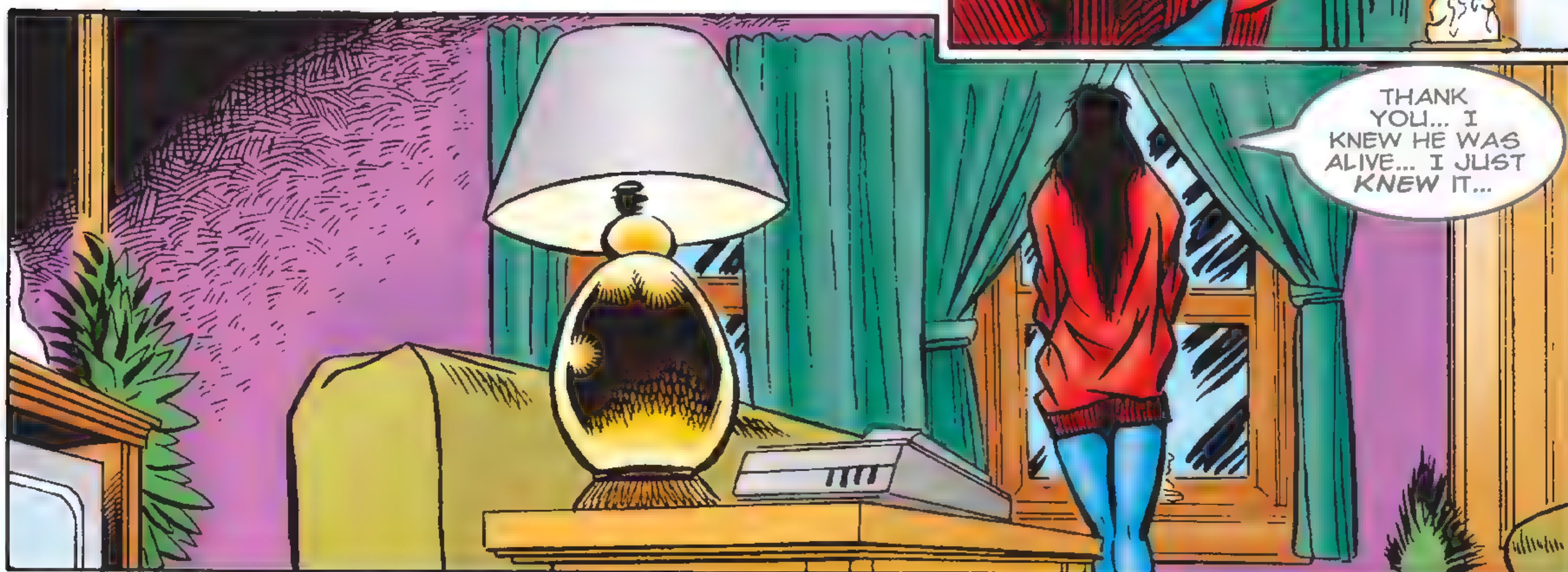
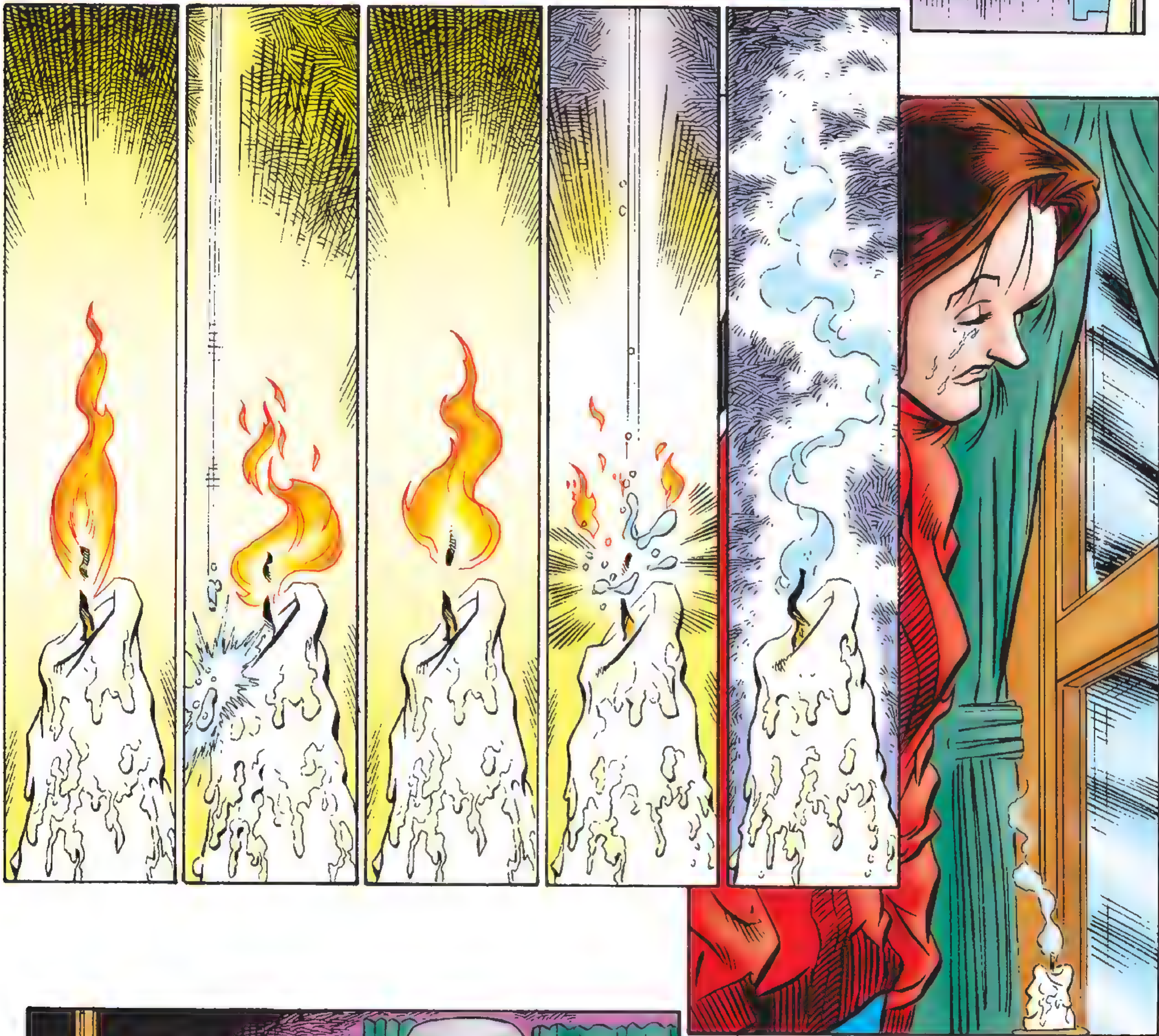
I PUSH HIM OUT
OF MY HEAD...
PUSH MY WAY
UPWARD.

SUNVILLE, FLORIDA. HOME
OF BETTY BANNER...

REPORTS
ARE SCATTERED
AND CONFUSED,
ALTHOUGH THE
HEROES APPEAR TO
HAVE FALLEN BACK
TO PLAN FURTHER
STRATEGY.



THE
HULK, BELIEVED
TO BE CONNECTED
BOTH TO NICK FLURY
AND TO THE MYSTERIOUS
"MAESTRO" ALLEGEDLY
KILLED SEVERAL
MONTHS BACK, HAS
SURFACED TO ALLY
HIMSELF --



THANK
YOU... I
KNEW HE WAS
ALIVE... I JUST
KNEW IT...

I WAS RIGHT.
I KNEW IT. I
CAN FEEL IT.

HIS MENTAL ASSAULT IS
WEAKER THAN BEFORE.
HIS DISPOSING OF LIS
EARLIER WASN'T SOME
CASUAL DISPLAY OF HIS
POWER. IT TOOK A LOT
OUT OF HIM.

AND EVEN AS HE
BATTERS ME NOW,
HE'S STILL NOT UP
TO SNUFF. WHICH
MEANS WE CAN...

TAKE
HIM!

HE'S
TOOK!

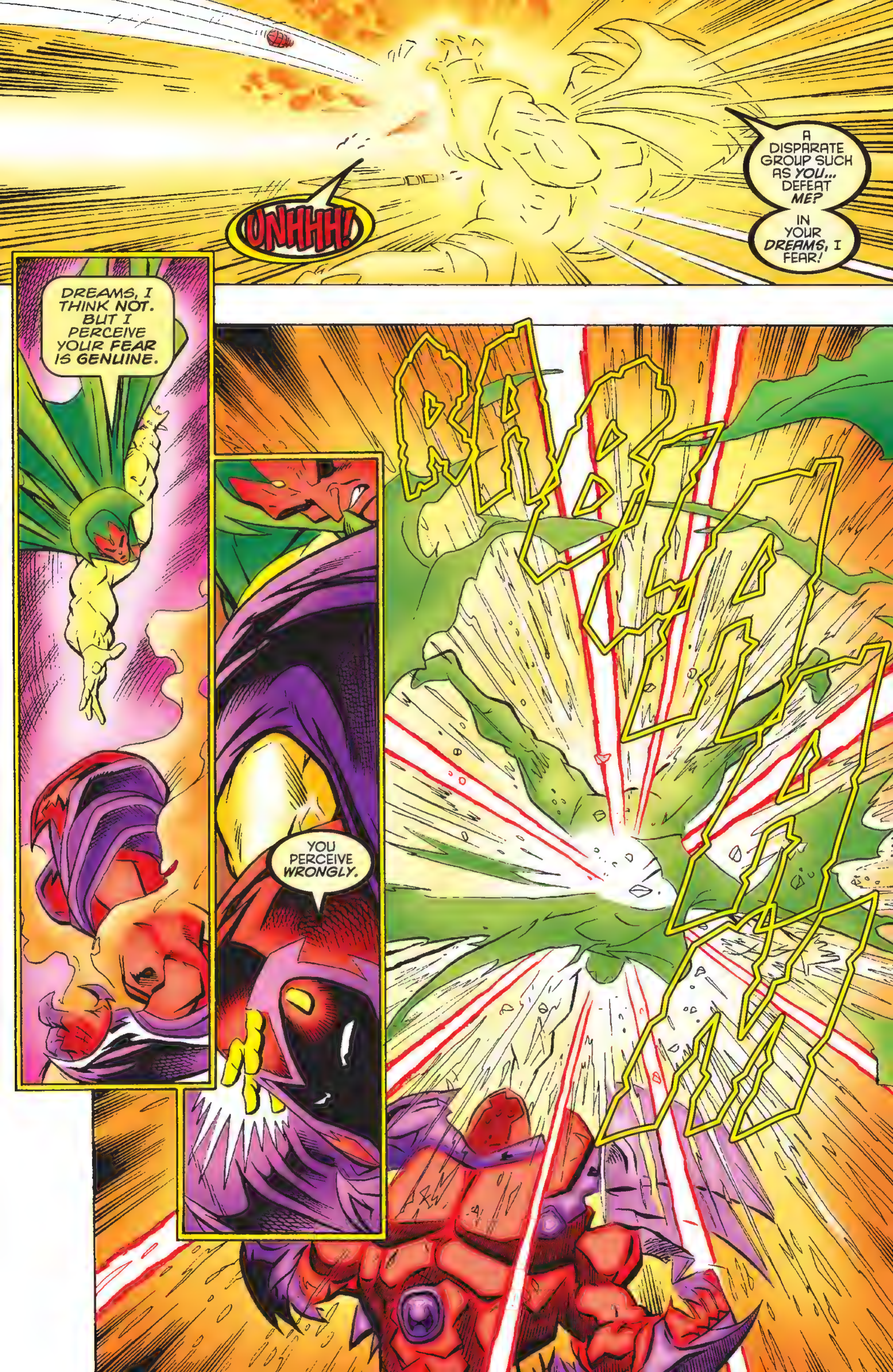
UNHHH!

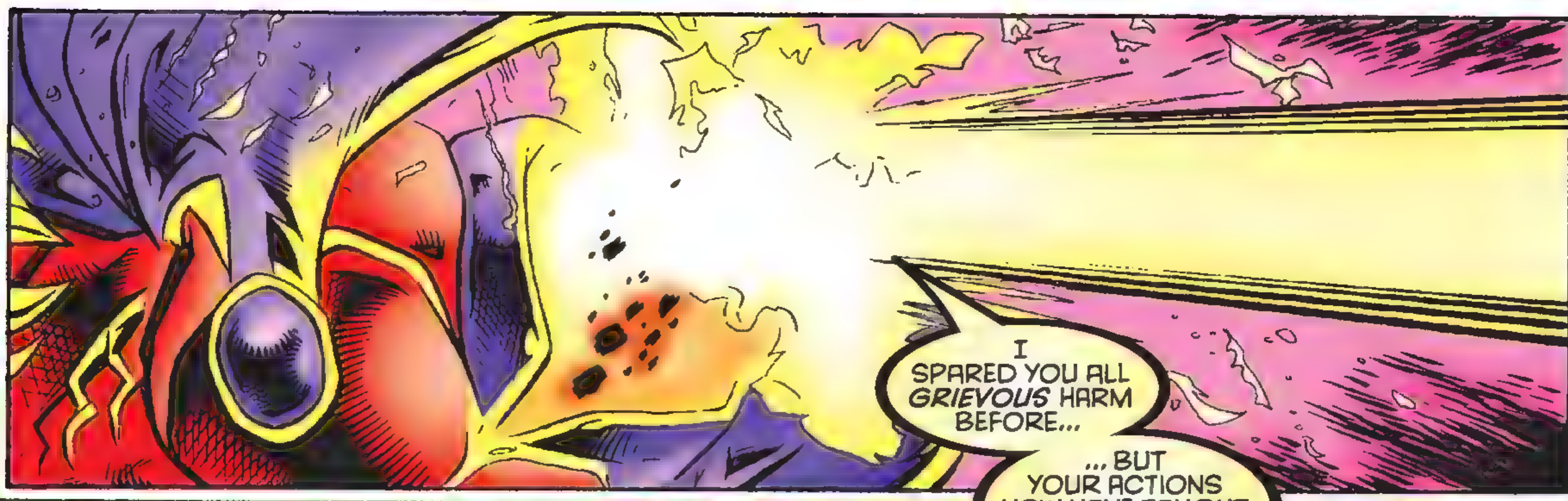
A
DISPARATE
GROUP SUCH
AS YOU...
DEFEAT
ME?

IN
YOUR
DREAMS, I
FEAR!

DREAMS, I
THINK NOT.
BUT I
PERCEIVE
YOUR FEAR
IS GENUINE.

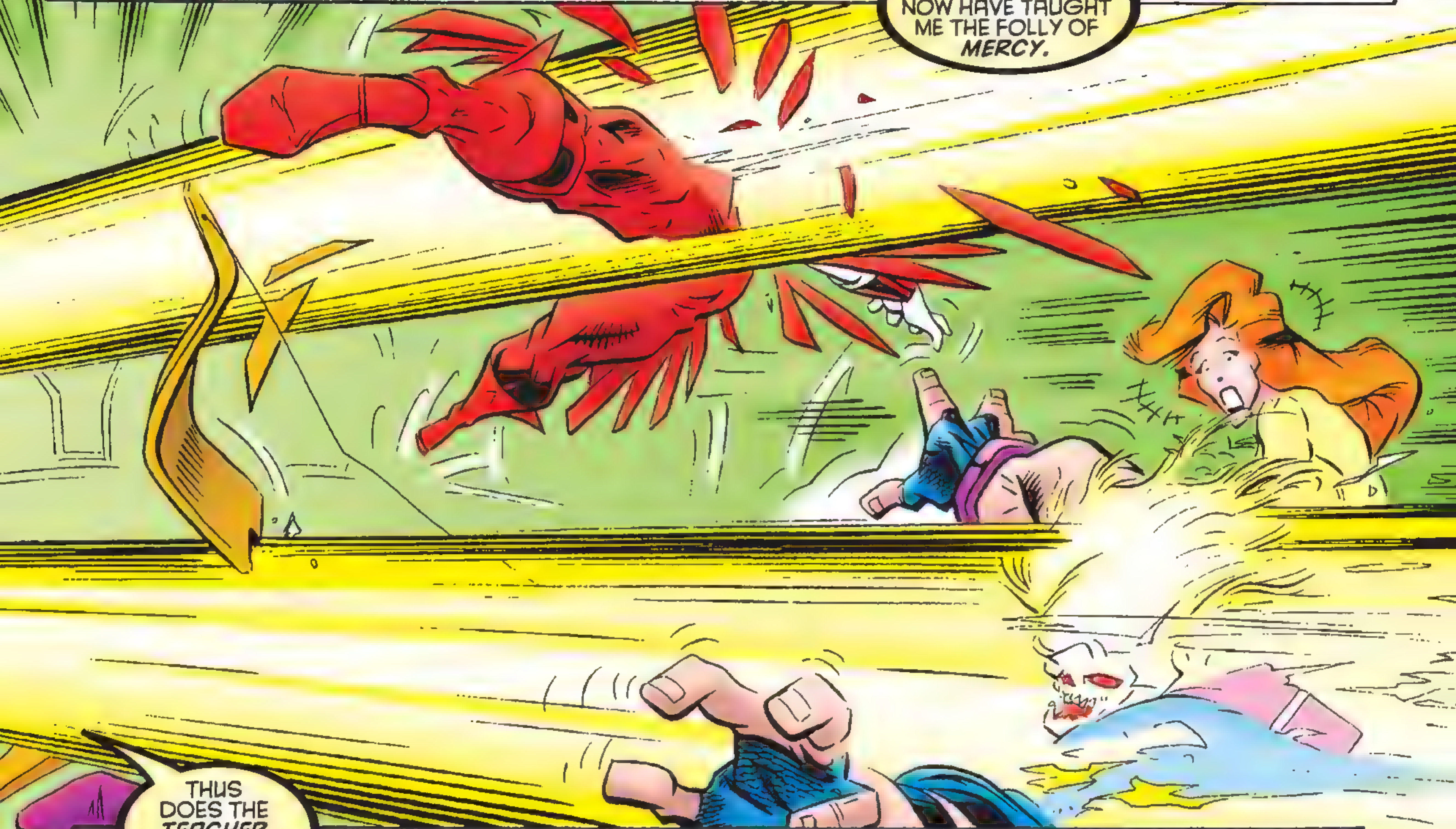
YOU
PERCEIVE
WRONGLY.





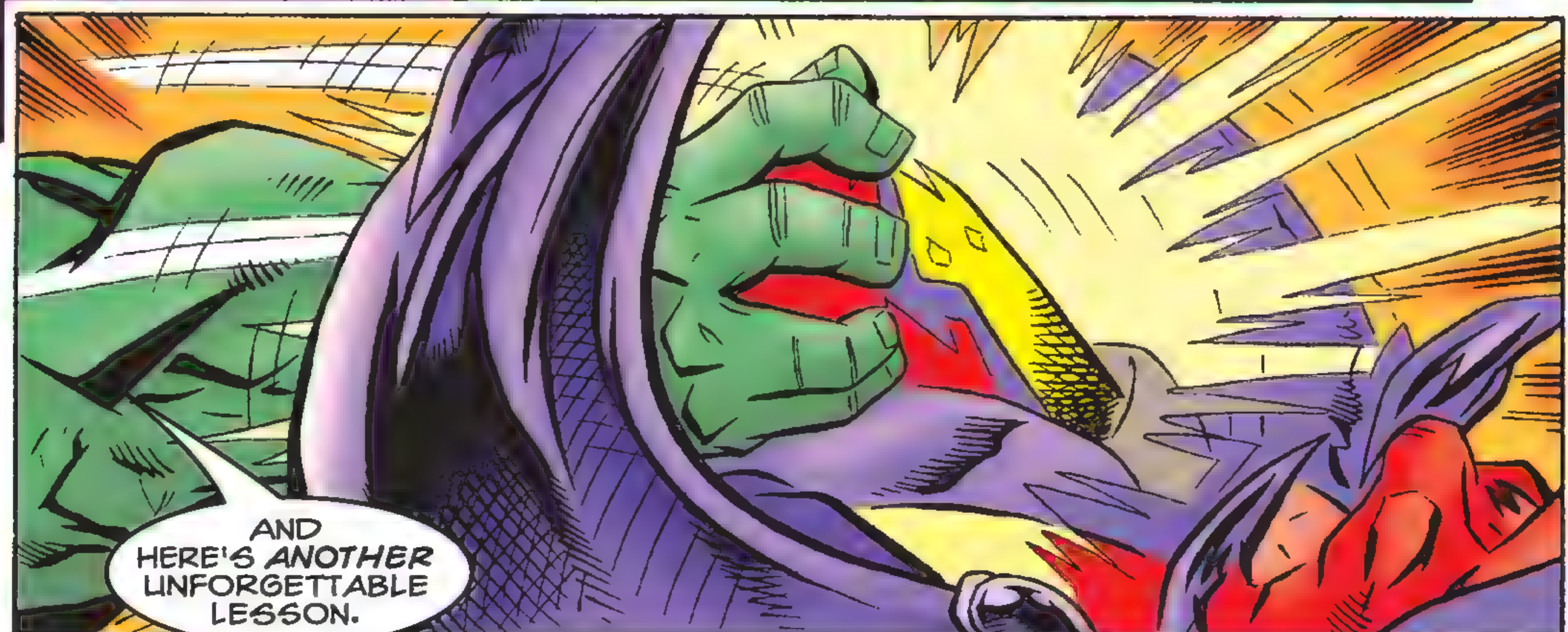
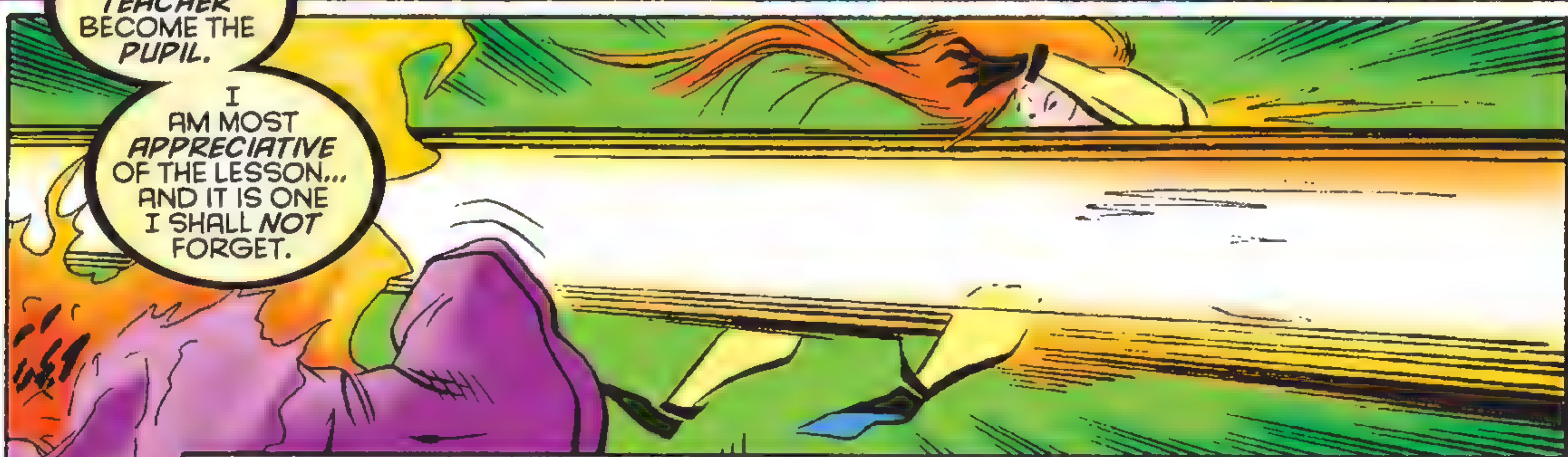
I
SPARED YOU ALL
GRIEVOUS HARM
BEFORE...

... BUT
YOUR ACTIONS
NOW HAVE TAUGHT
ME THE FOLLY OF
MERCY.



THUS
DOES THE
TEACHER
BECOME THE
PUPIL.

I
AM MOST
APPRECIATIVE
OF THE LESSON...
AND IT IS ONE
I SHALL NOT
FORGET.



AND
HERE'S ANOTHER
UNFORGETTABLE
LESSON.



THE
LESSON THAT
YOU CAN'T
OUTTHINK THE
HULK...

NO ONE
CAN!

I DID
IT.

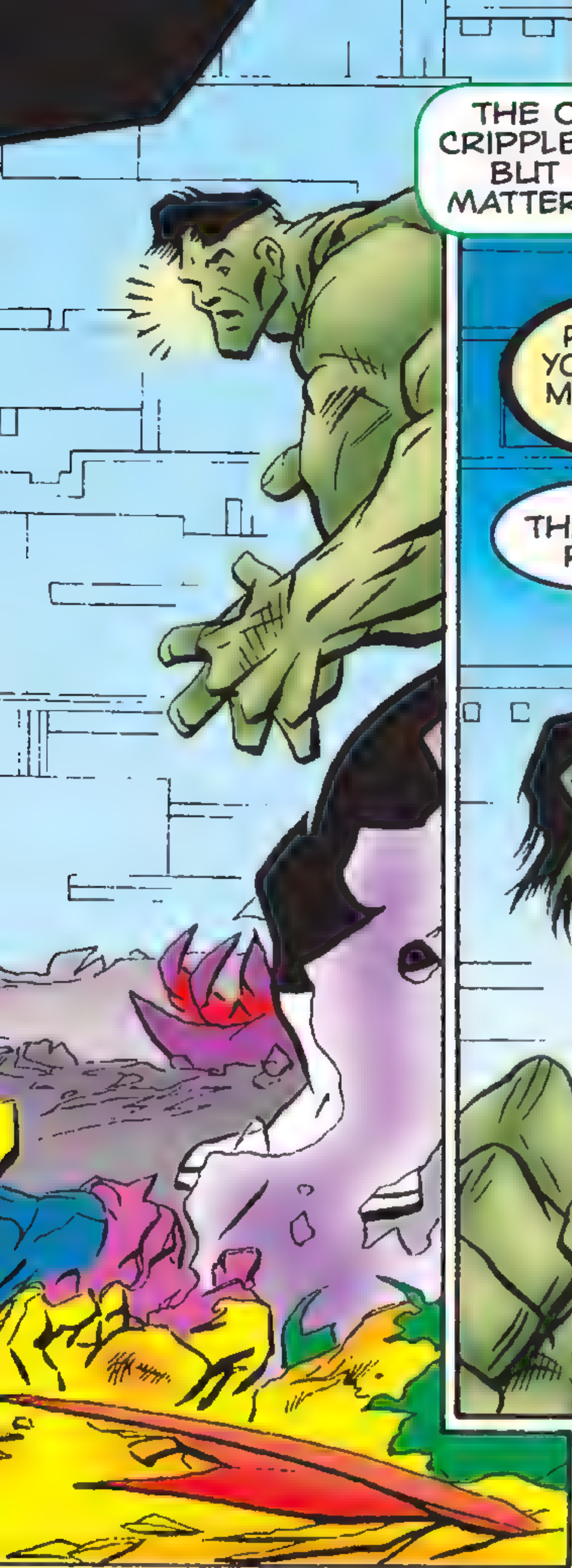
...OR
OUTFIGHT THE
HULK...

...OR
BEAT THE
HULK!

I DID
IT!

THEY
SNERLED AT
ME OR TURNED
AWAY FROM ME...
LEFT ME ON MY
OWN!

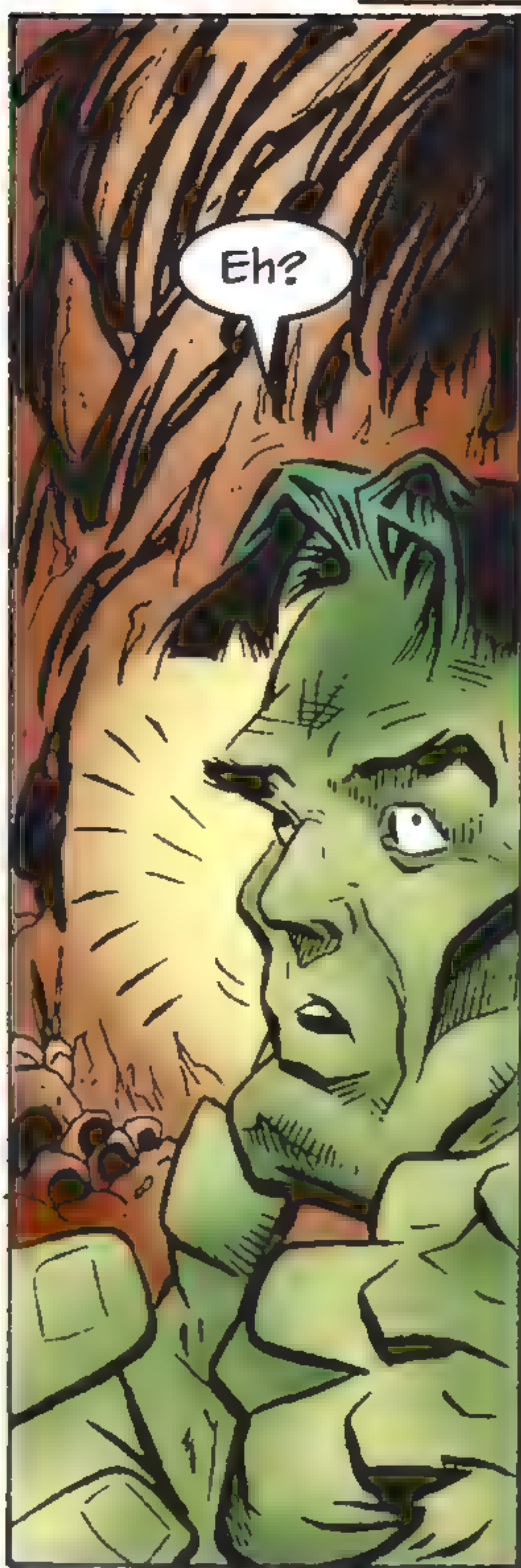
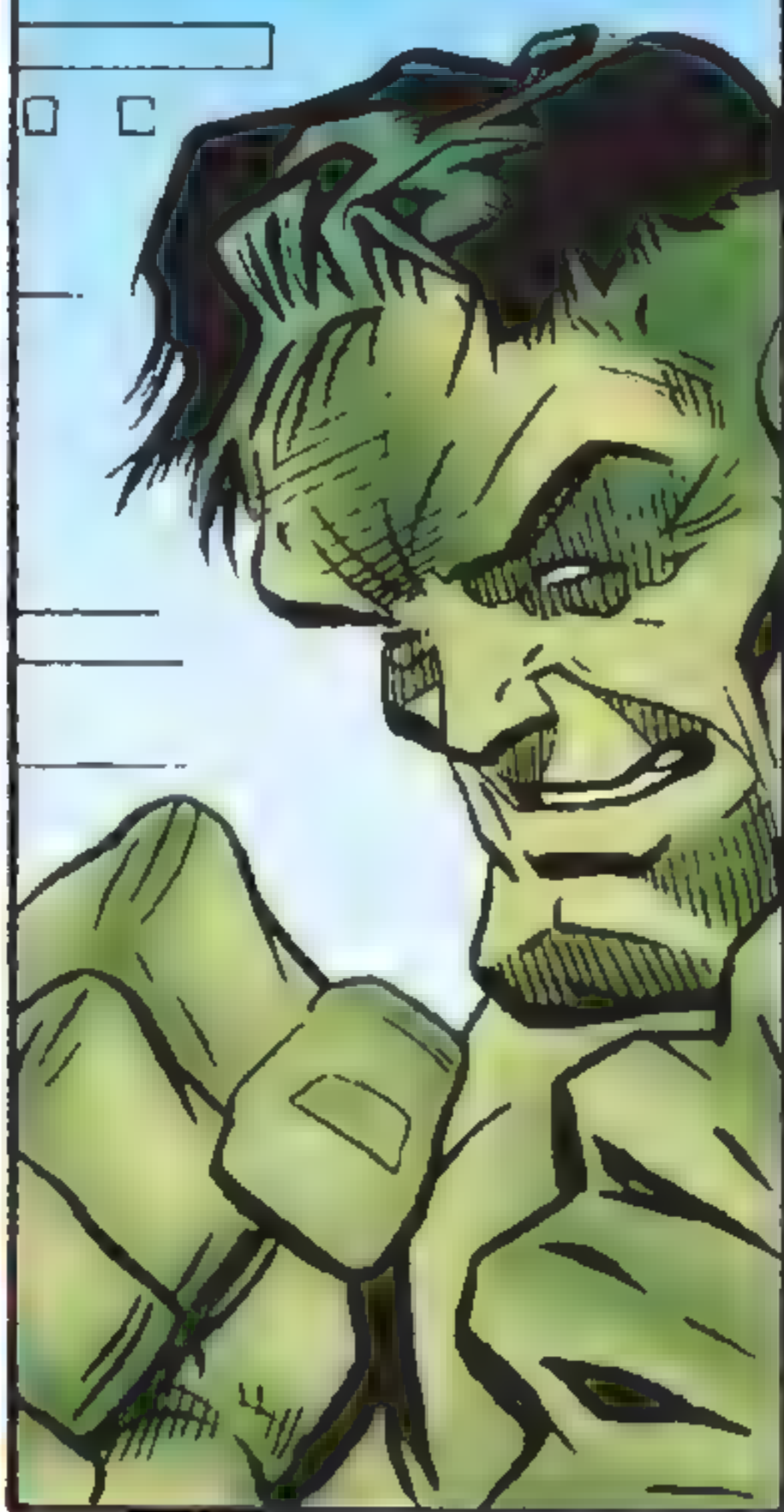
BUT
I DID WHAT
THEY COULDN'T,
AND I'LL MAKE
THEM CHOKE
ON THAT!



THE OTHERS ARE
CRIPPLED OR DEAD...
BUT IT DOESN'T
MATTER... AT LEAST...

AT LEAST
YOU "GOT"
ME, RIGHT,
HULK?

THAT'S
RI--

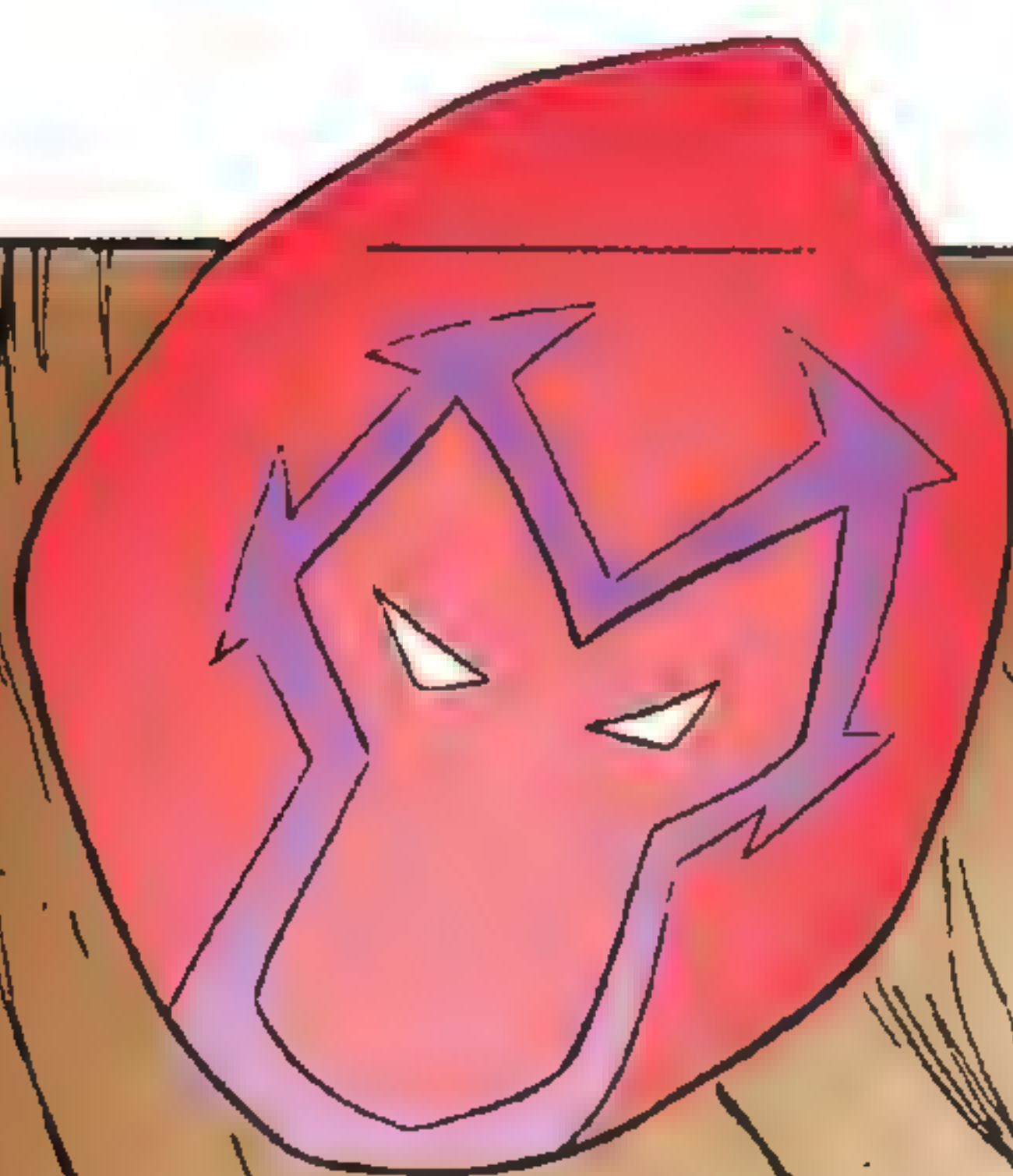
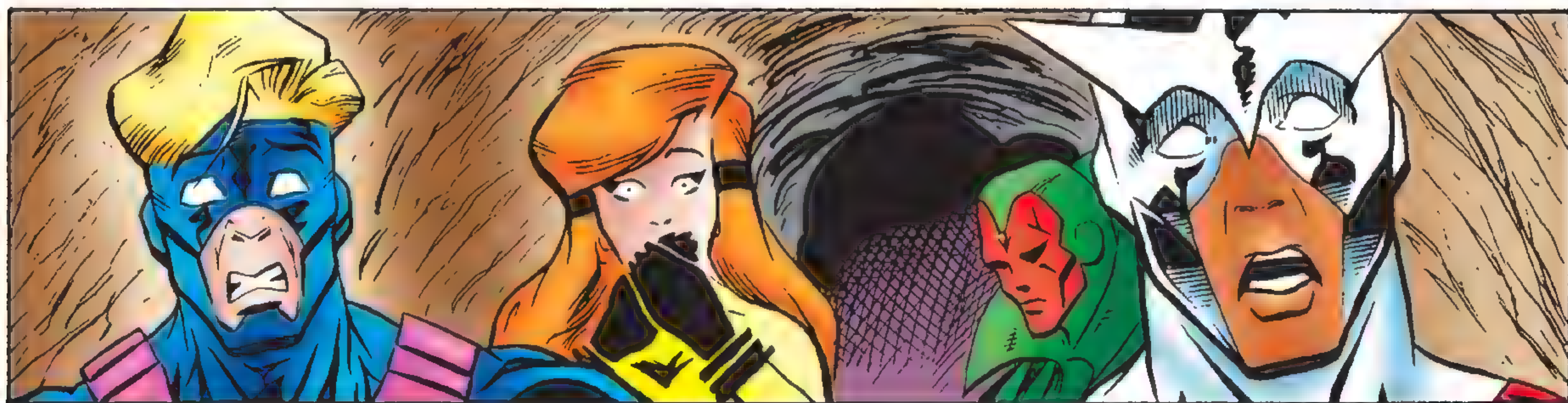
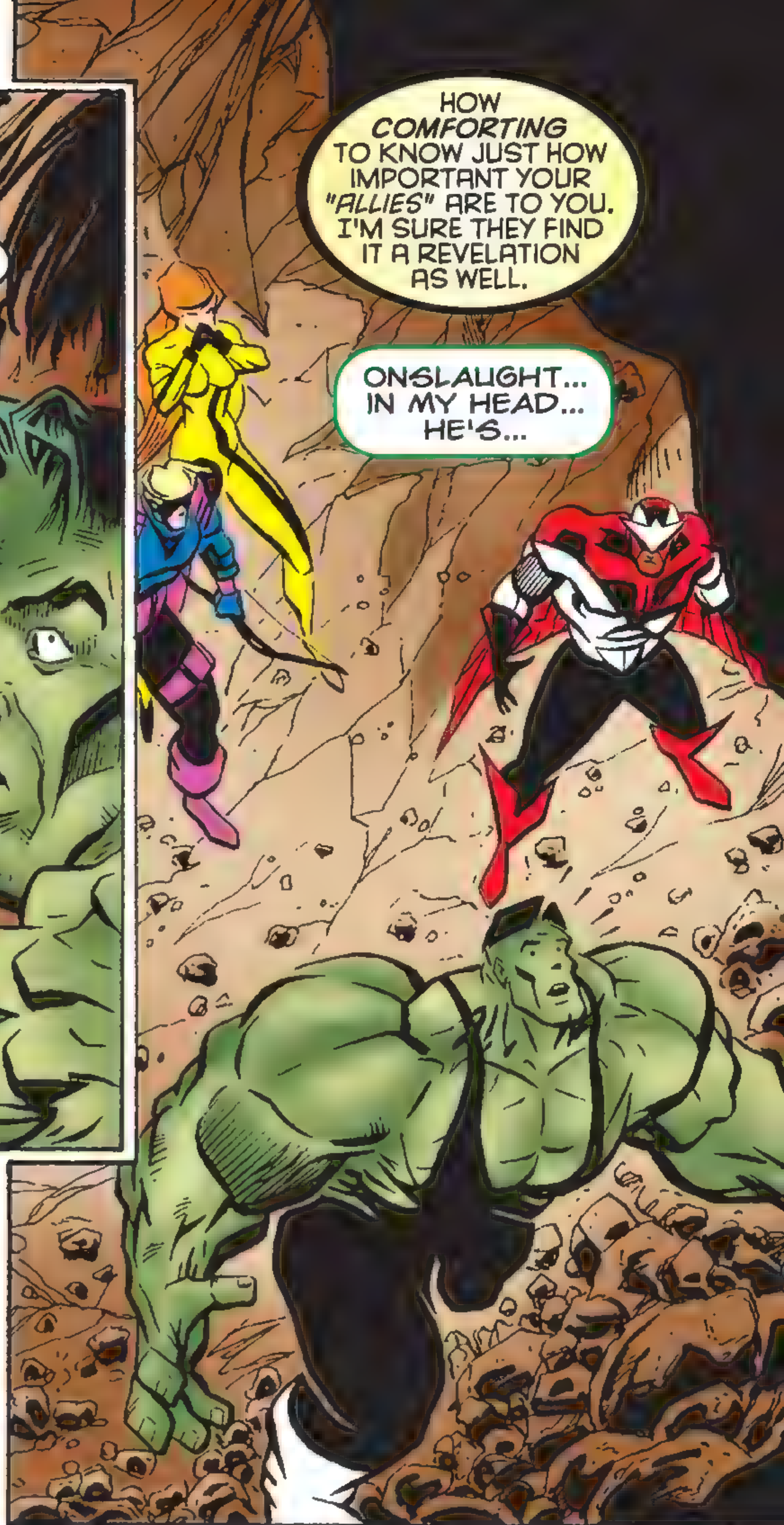


Eh?

EVERYWHERE,
YES. THAT WAS JUST
ONE SCENARIO, HULK.
THERE'S MANY MORE I
CAN AND WILL PROVIDE.
AND EVERY TIME YOU
THINK YOU'VE
TRIUMPHED...

HOW
COMFORTING
TO KNOW JUST HOW
IMPORTANT YOUR
"ALLIES" ARE TO YOU.
I'M SURE THEY FIND
IT A REVELATION
AS WELL.

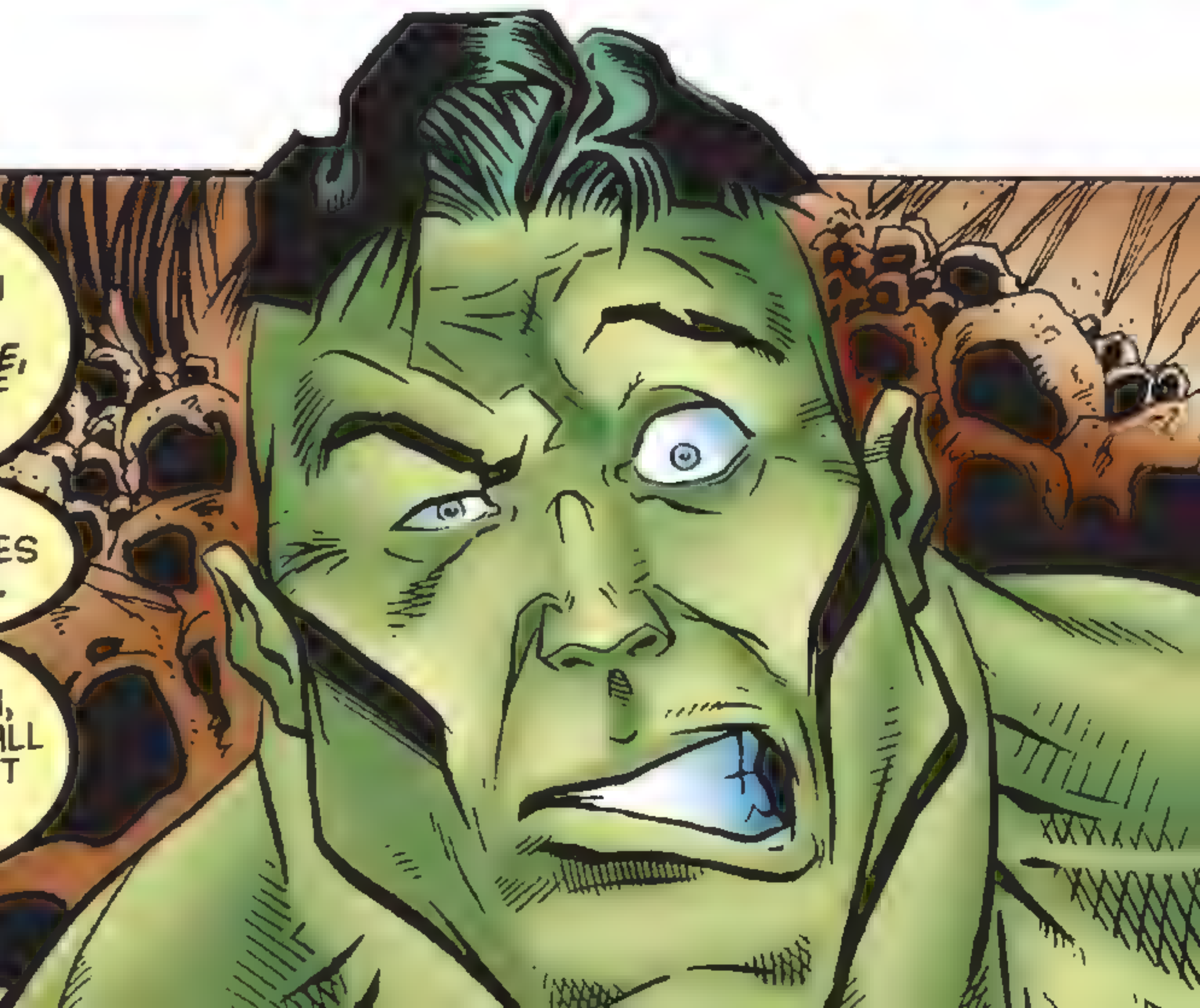
ONSLAUGHT...
IN MY HEAD...
HE'S...



... YOU'LL
FIND YOURSELF
BACK WHERE YOU
STARTED. AND
EVERY TIME YOU DIE,
YOU'LL WONDER IF
THIS IS THE TRUE
DEATH...

... OR IF
NEW AGONIES
AWAIT YOU.

COME
TO ME, THEN,
HULK... FOR ALL
THE GOOD IT
WILL DO
YOU.





RICK, YOU PROMISED YOU'D PUT HEROICS BEHIND YOU...

I KNOW, BUT THIS IS DIFFERENT, MARY. THIS ISN'T SOME TWO-BIT VILLAIN KNOCKING OVER A BANK.

THIS IS MAJOR! I SHOULD BE THERE SO I CAN --

GET KILLED?



HASN'T HAPPENED YET.

IT ONLY TAKES ONCE.

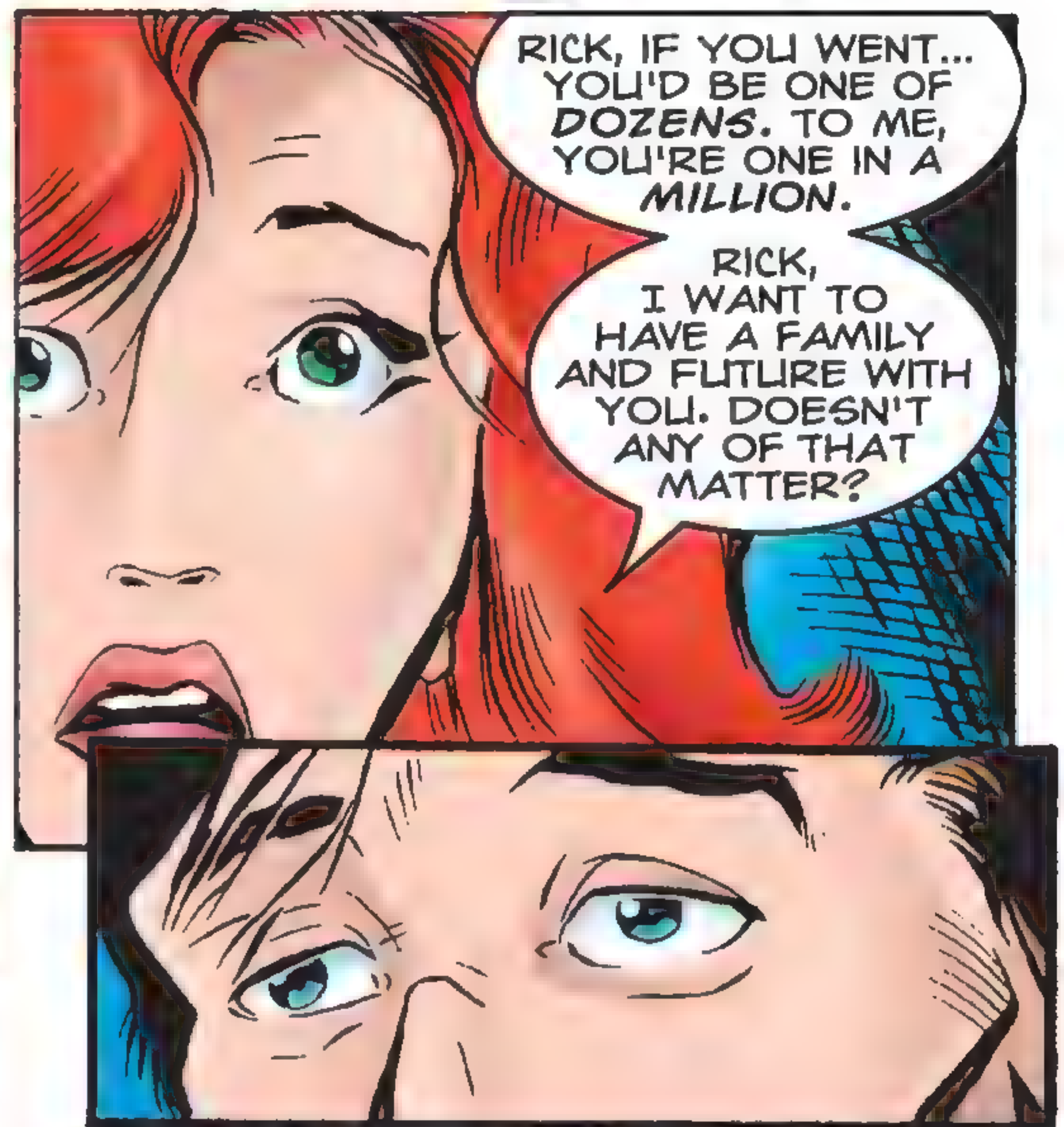
SOMETIMES MORE.

Huh?

NEVER MIND.

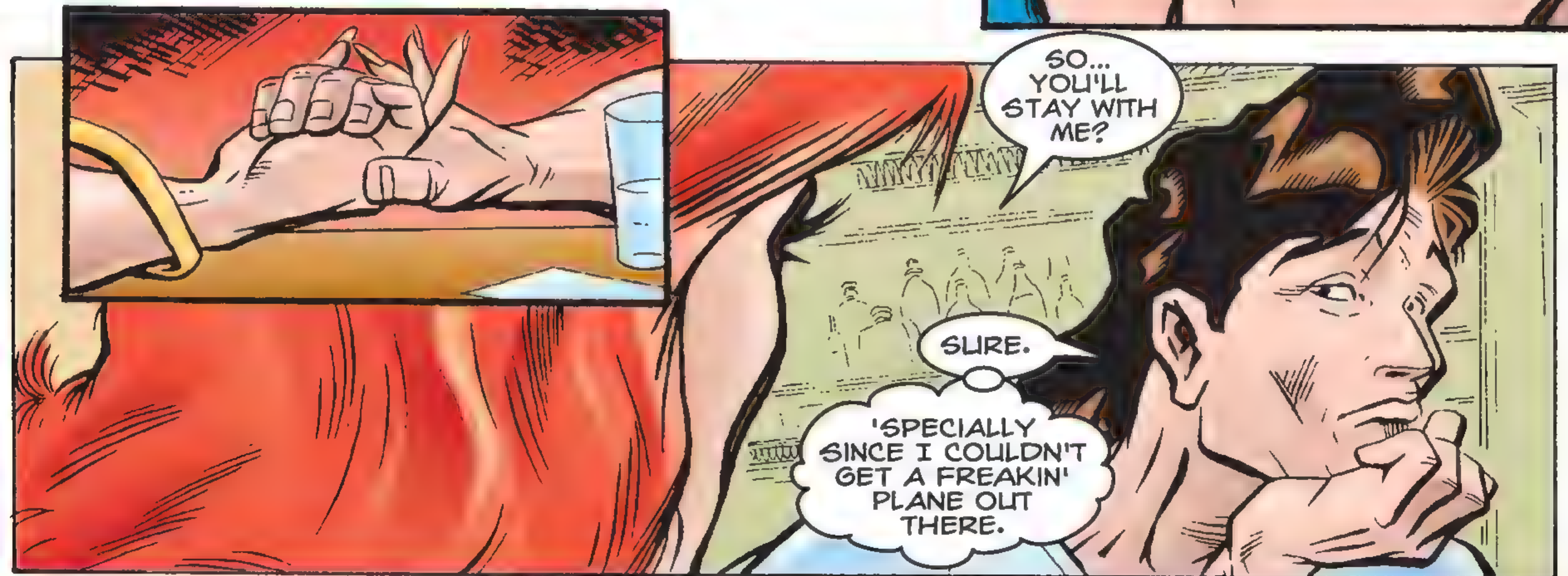


THE POINT IS, I HAVE RESPONSIBILITIES TO PEOPLE I KNEW BEFORE YOU AND I MET! YOU MATTER TO ME... BUT SO DO THEY!



RICK, IF YOU WENT... YOU'D BE ONE OF DOZENS. TO ME, YOU'RE ONE IN A MILLION.

RICK, I WANT TO HAVE A FAMILY AND FUTURE WITH YOU. DOESN'T ANY OF THAT MATTER?



SO... YOU'LL STAY WITH ME?

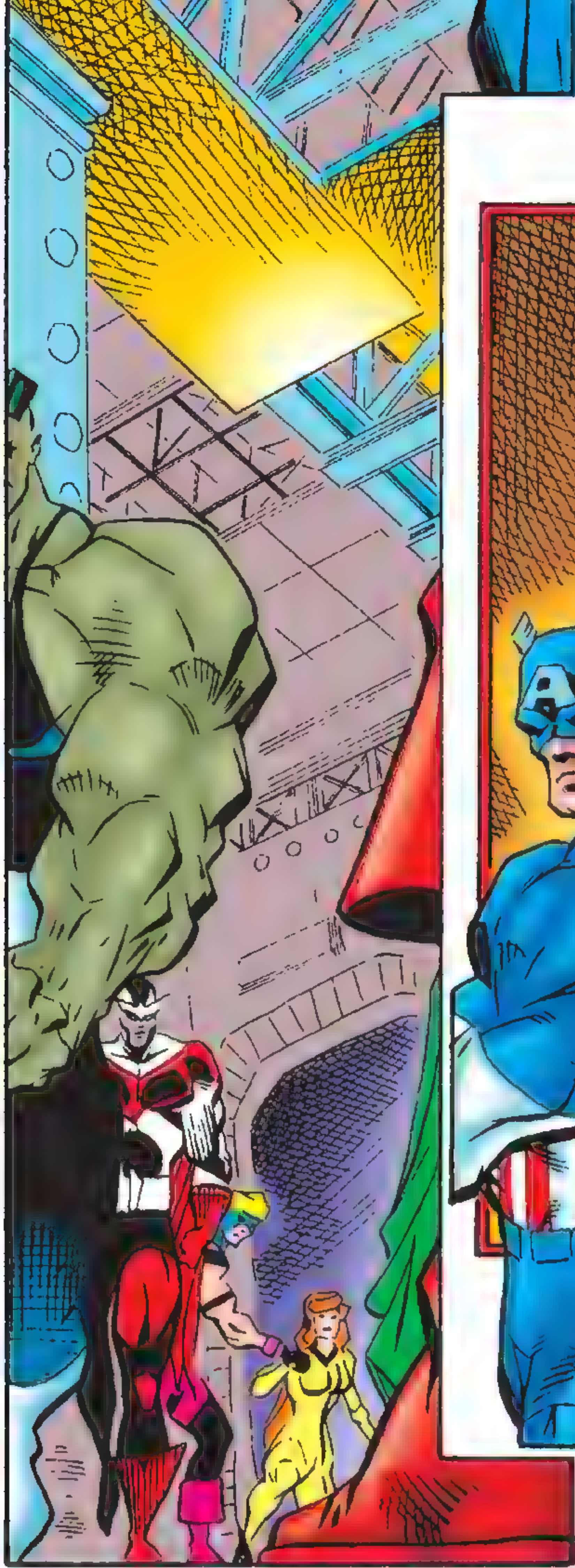
SURE.

'SPECIALLY SINCE I COULDN'T GET A FREAKIN' PLANE OUT THERE.



SO IF WE CAN MAKE HIM FIGHT THIS WAR ON MULTIPLE FRONTS, WE...

DOCTOR! THAT WAS FASTER THAN I'D HAVE THOUGHT. WELL?

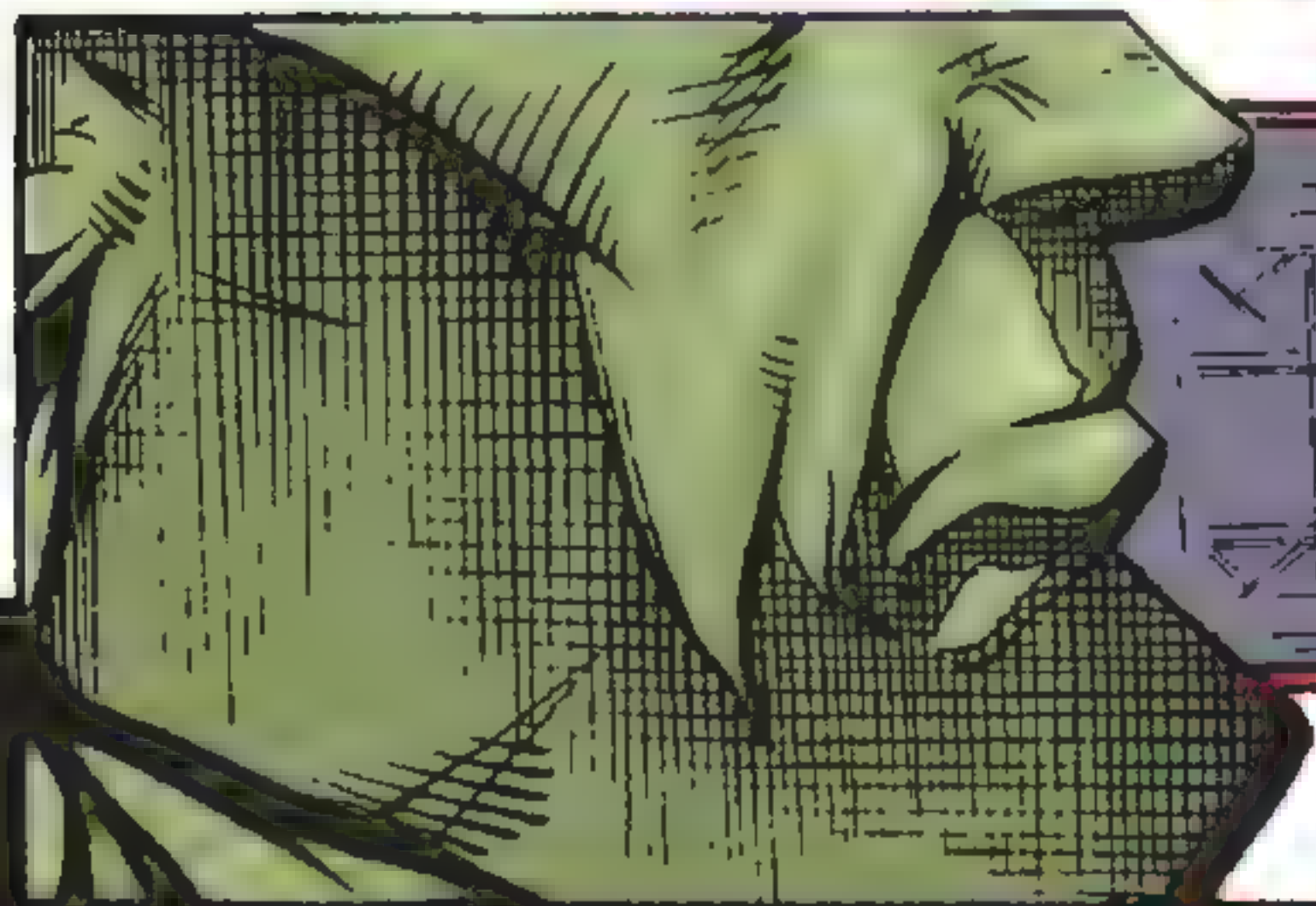


I HAVEN'T
DISMISSED THE
NOTION OF
MY TAKING ON
ONSLAUGHT
DIRECTLY...

...BUT I'VE
CONCLUDED
THIS ISN'T
THE *RIGHT*
MOMENT.



DOCTOR,
IT'S DECISIONS
SUCH AS *THIS*
THAT WILL HELP
YOU EARN THE
CONFIDENCE OF
OTHERS.



Oh,
I'M SURE
THEY'D TRUST
ME WITH THEIR
LIVES.

WHAT'S NEXT?
IN TWO WEEKS:
THE **ULTIMATE**
ONSLAUGHT
CHECK OUT...

MARVEL
ONSLAUGHT
UNIVERSE

AND BE HERE IN
THIRTY FOR:

AFTERMATH!

MARVEL
COMICS



IRON MAN

SEPT '96 332

WARRIOR

IMPACT

2

THE INVINCIBLE

IRON MAN

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



DON'T MISS THIS
END
OF AN
ERA
EPIQUE

SENTINELS!
ASCENDANT!

JOHN
FENNELL
T. BOY



ONCE UPON
A TIME...

... A MAN NAMED CHARLES
XAVIER--AN IMMEASURABLY
POWERFUL MUTANT MIND,
ACTUALLY, IN THE ALL-TOO
FRAIL BODY OF A MAN--

--ENVISIONED A WORLD
WHERE BOTH WALKED
SIDE BY SIDE, HAND IN
HAND, INTO THE
BRIGHTEST OF FUTURES.

RECENTLY, HOWEVER,
DECISIONS MADE IN
MOMENTS OF IN-
EVITABLE EXHAUSTION
AND WEAKNESS--
HIS MOST HUMAN
MOMENTS, SOME
MIGHT SAY--HAVE
TAKEN THEIR TOLL...

A DREAM OF
PEACE, WORTH
FIGHTING FOR.

... AND PROFESSOR
XAVIER IS NOW WELL
AND TRULY LOST IN THE
SHADOW OF

ONSLAUGHT.

NOTHING'S REALLY
CHANGED, IN FACT,
EXCEPT HIS POINT
OF VIEW.

NEW YORK,
NEW YORK,
FOR INSTANCE...

WORSE.



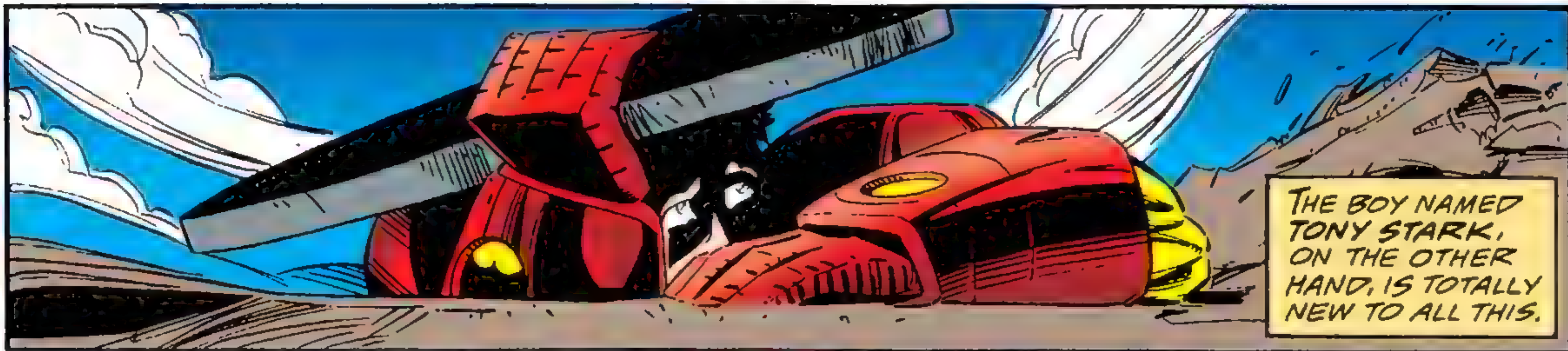
...JUST LIKE HE
PICTURED IT.

WAY
WORSE.

Stan Lee
PRESENTS...

NIGHT NEVERENDING

TERRY	JOE	TIM	MARK	PHIL	JOHN	MARK	BOB
KAVANAGH	BENNETT	OZON	& MCKENNA	FELIX	KALISZ	GRUENWALD	HARRAS
WRITER	PENCILER	INKERS	LETTERER	COLORIST	EDITOR	ED. IN CHIEF	



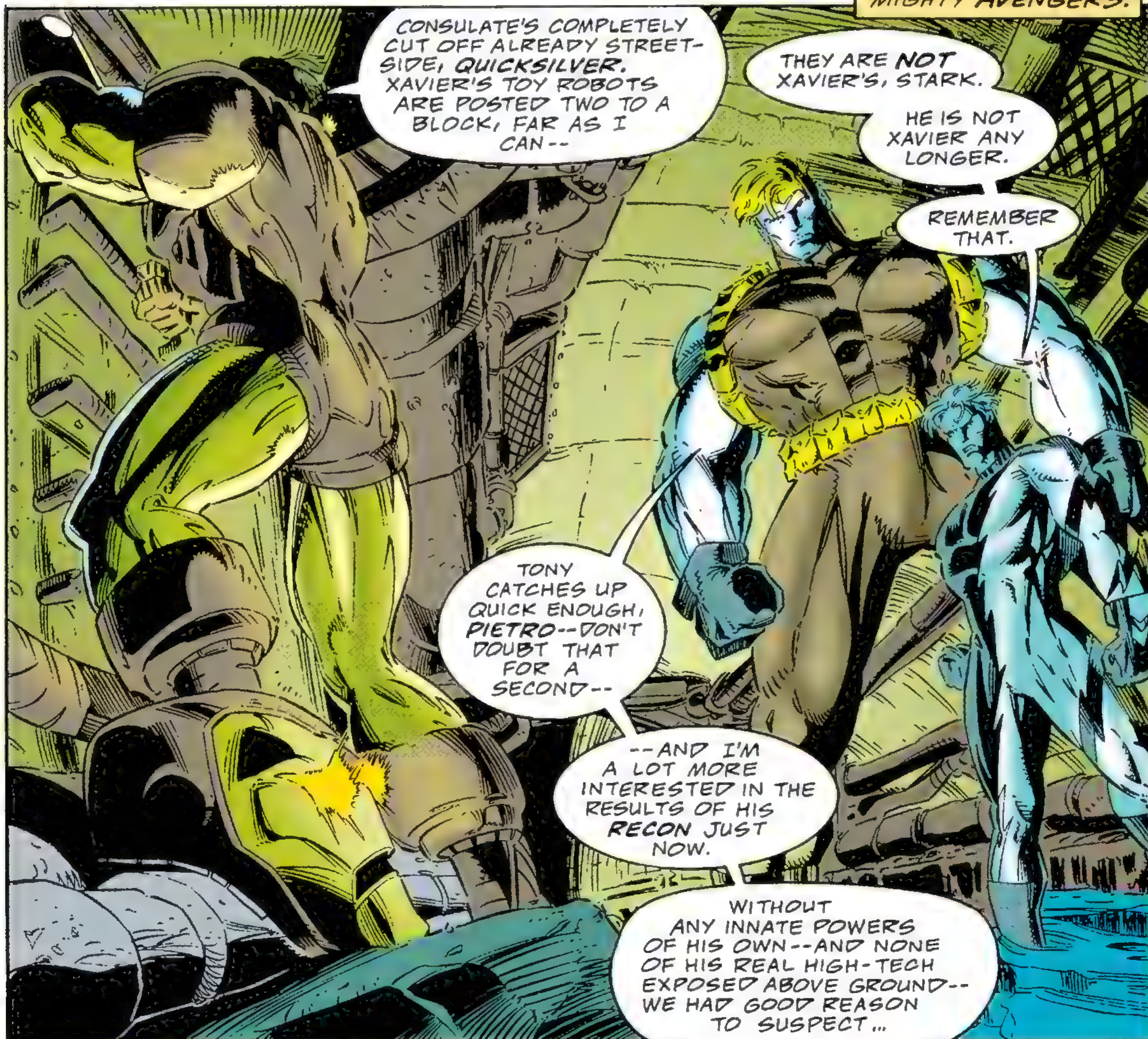
THE BOY NAMED
TONY STARK,
ON THE OTHER
HAND, IS TOTALLY
NEW TO ALL THIS.



NEW TO THIS TIME, IF
NOT THIS PLACE. NEW
TO THIS LIFE OF
CRISIS AND CRUSADES,
CERTAINLY, THIS
WORLD OF VILLAINS
AND HEROES...

WORSE
THAN IT
WAS TEN
MINUTES
AGO.

... BRAND-SPANKING
NEW TO THE TRUSTED
TRADITION AND
FELLOWSHIP OF THE
MIGHTY AVENGERS.



CONSULATE'S COMPLETELY
CUT OFF ALREADY STREET-
SIDE, QUICKSILVER.
XAVIER'S TOY ROBOTS
ARE POSTED TWO TO A
BLOCK, FAR AS I
CAN--

THEY ARE NOT
XAVIER'S, STARK.

HE IS NOT
XAVIER ANY
LONGER.

REMEMBER
THAT.

TONY
CATCHES UP
QUICK ENOUGH,
PIETRO--DON'T
DOUBT THAT
FOR A
SECOND--

--AND I'M
A LOT MORE
INTERESTED IN THE
RESULTS OF HIS
RECON JUST
NOW.

WITHOUT
ANY INNATE POWERS
OF HIS OWN--AND NONE
OF HIS REAL HIGH-TECH
EXPOSED ABOVE GROUND--
WE HAD GOOD REASON
TO SUSPECT...



... TO HOPE,
REALLY, THAT THE
SENTINELS' PRO-
GRAMMING WOULD
FAIL TO RECOGNIZE
THE POTENTIAL
THREAT.

NO VISIBLE
RESPONSE, DR. PYM,
THAT MUCH I'M
SURE OF ...

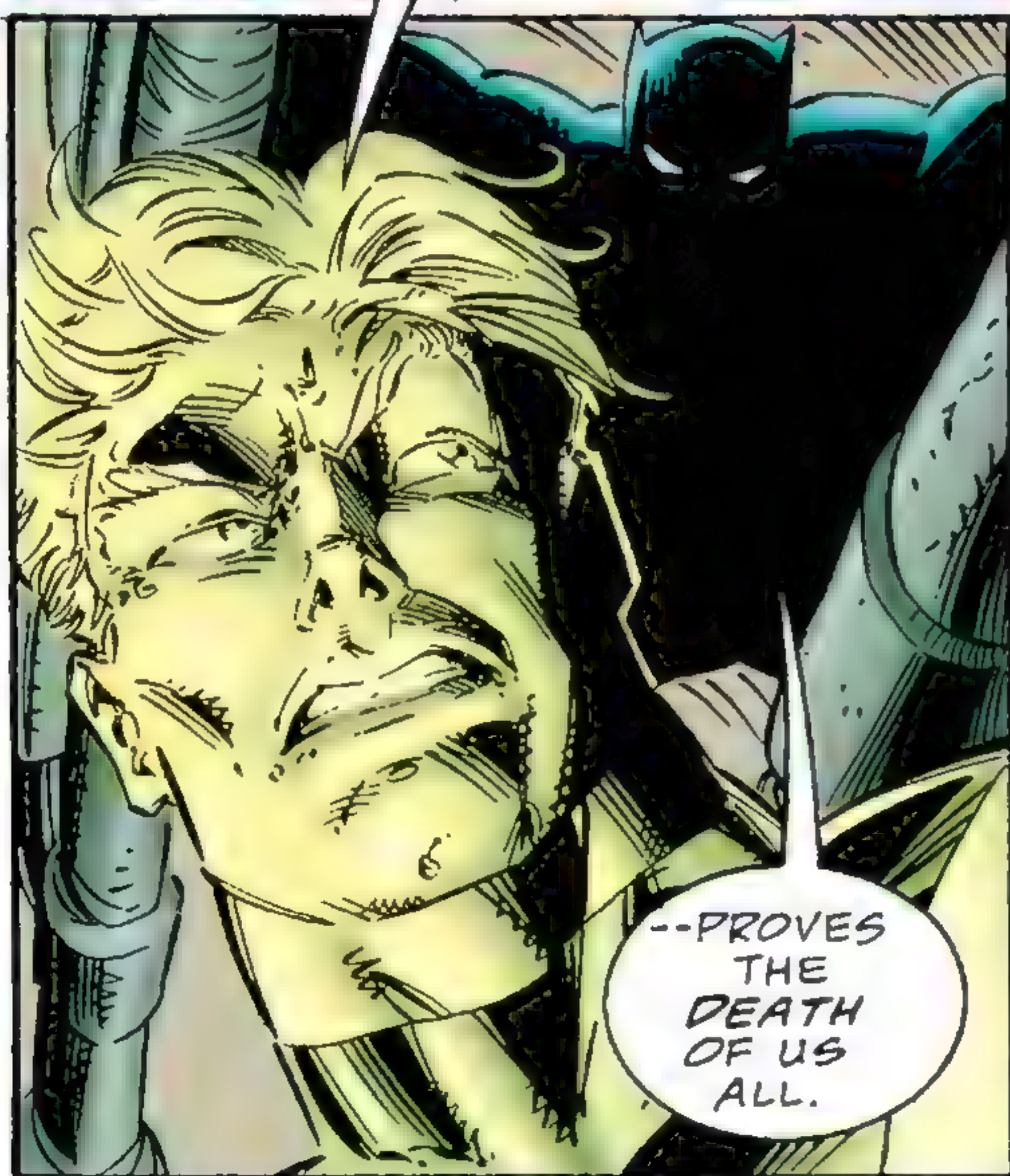
... BUT I CAN'T
EVEN BEGIN TO GUESS
WHAT THEIR INTERNAL
SYSTEMS REGISTER WITH-
OUT GOING BACK UP FOR
A FULL SENSOR-
SCAN.

CURB THE
CURIOSITY, TONY.
UNDER THE
CIRCUMSTANCES,
I'M AFRAID ...

... YOU CAN'T
AFFORD THE
JUICE.

WITH THE POWER BLACKED-
OUT CITYWIDE NOW, THE OTHERS
ARE RELYING ON US TO PROVIDE
THE **PSI-SHIELDS** NEEDED FOR
AN ASSAULT ON **ONSLAUGHT'S**
CITADEL ...

... BEFORE ONE
MAD MUTANT'S
RESPONSE TO MAN'S
INHUMANITY--

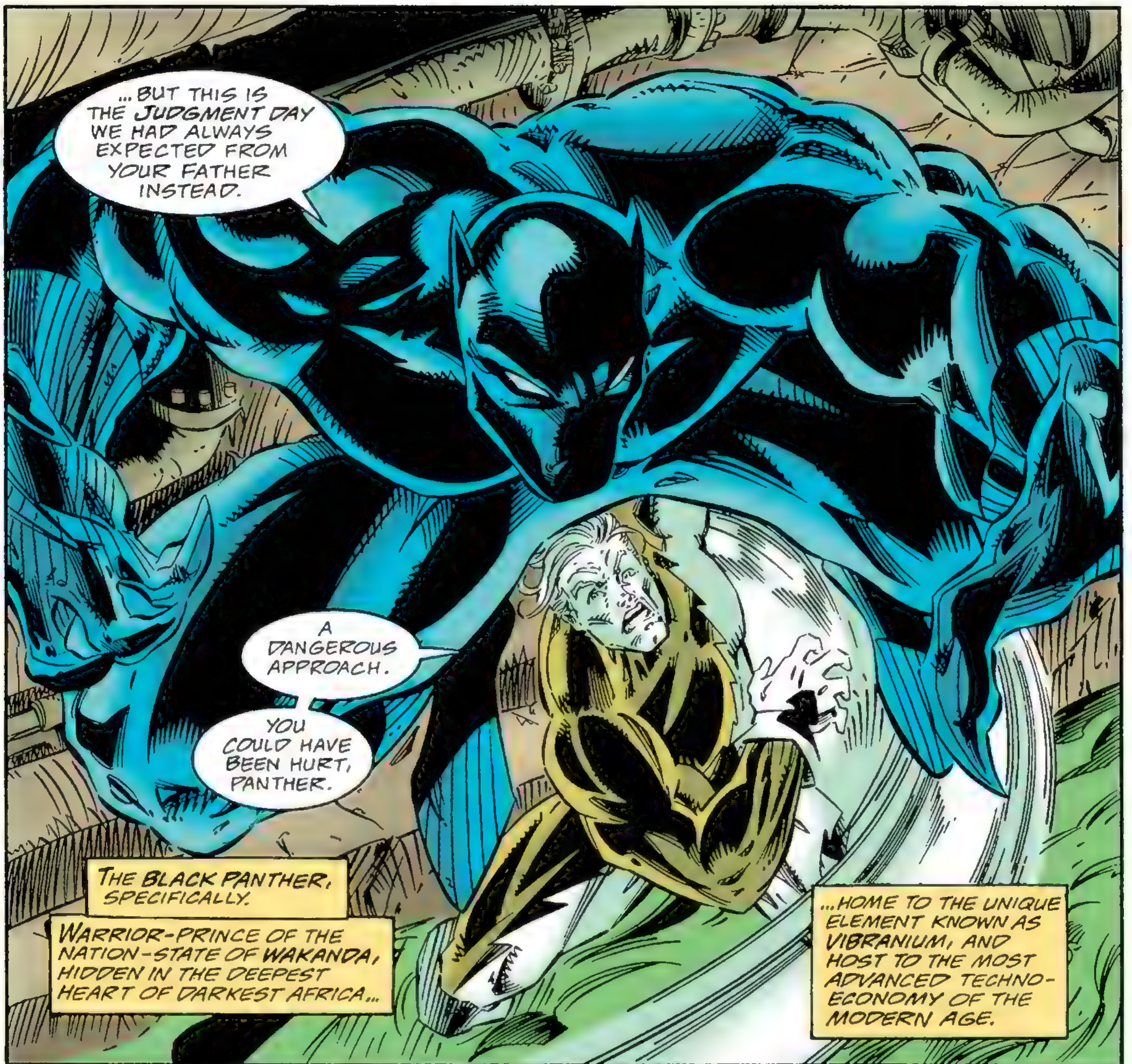


--PROVES
THE
DEATH
OF US
ALL.



WHO THE--?

MY
APOLOGIES,
QUICK-
SILVER ...



...BUT THIS IS
THE JUDGMENT DAY
WE HAD ALWAYS
EXPECTED FROM
YOUR FATHER
INSTEAD.

A
DANGEROUS
APPROACH.

YOU
COULD HAVE
BEEN HURT,
PANTHER.

THE BLACK PANTHER,
SPECIFICALLY.

WARRIOR-PRINCE OF THE
NATION-STATE OF WAKANDA,
HIDDEN IN THE DEEPEST
HEART OF DARKEST AFRICA...

...HOME TO THE UNIQUE
ELEMENT KNOWN AS
VIBRANIUM, AND
HOST TO THE MOST
ADVANCED TECHNO-
ECONOMY OF THE
MODERN AGE.



IF I OFFENDED
YOU, OLD FRIEND,
IN ANY WAY
AT ALL...

IN
TRUTH,
AVENGER,
I WOULD
BE THE
VERY LAST
TO DEFEND
MAGNETO'S
HISTORY.



BUT THESE ARE TRULY THE WORST
OF TIMES.

AND THEY
HAVE COME TO
SEEM SO
FINAL, SO
QUICKLY...

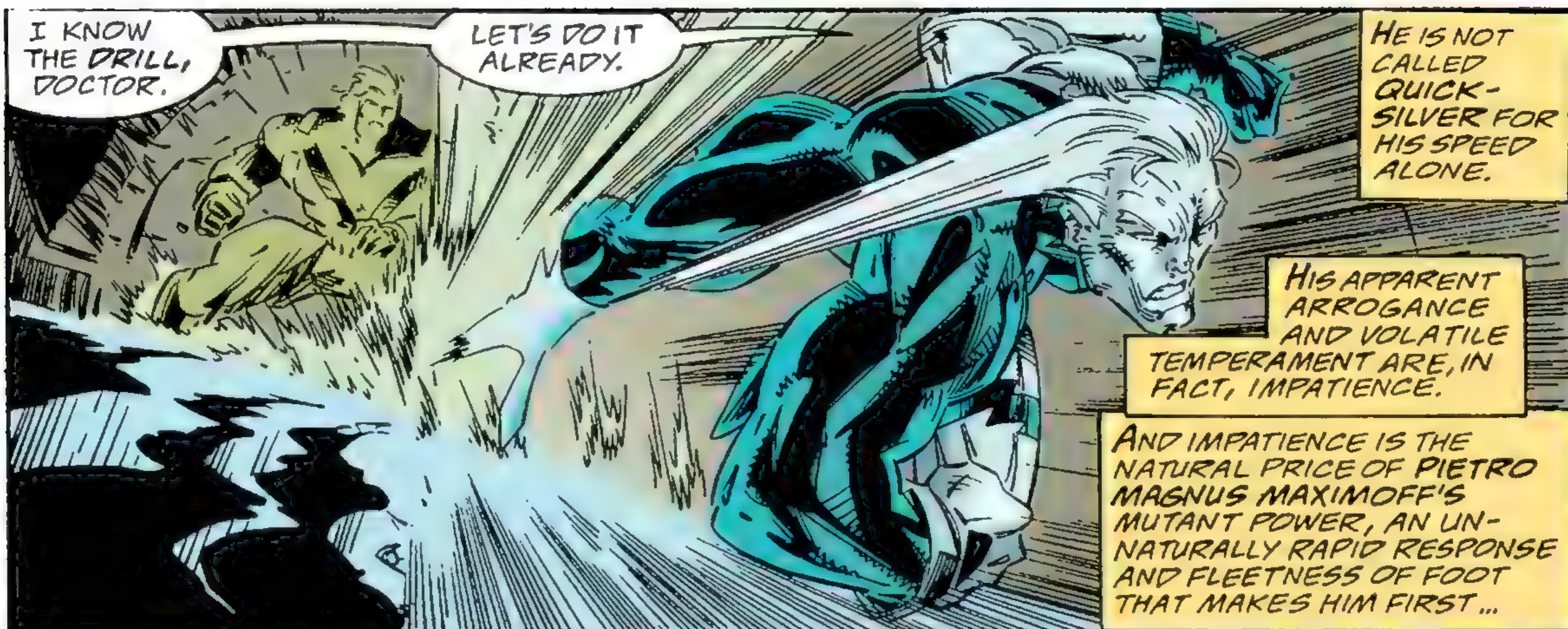
WE'RE DOWN,
PIETRO, BUT
NOT OUT.

NOT
NOW.



WITH T'CHALLA'S
ACCESS TO THE
CONSULATE, THE LAB
EQUIPMENT AND
SUPPLIES AT HIS
DISPOSAL
INSIDE--

ARE
AS GOOD
AS OURS.



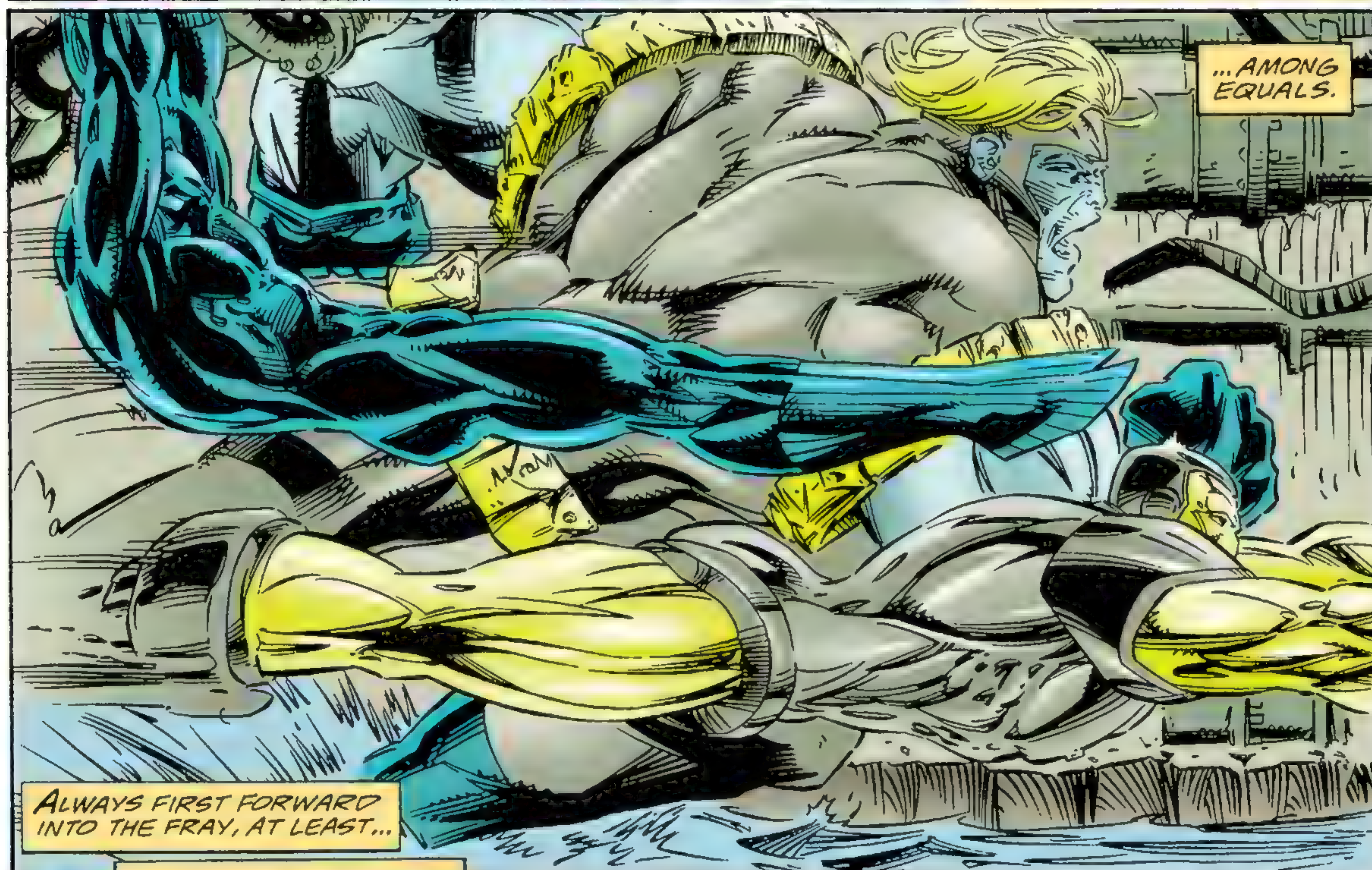
I KNOW THE DRILL, DOCTOR.

LET'S DO IT ALREADY.

HE IS NOT CALLED QUICK-SILVER FOR HIS SPEED ALONE.

HIS APPARENT ARROGANCE AND VOLATILE TEMPERAMENT ARE, IN FACT, IMPATIENCE.

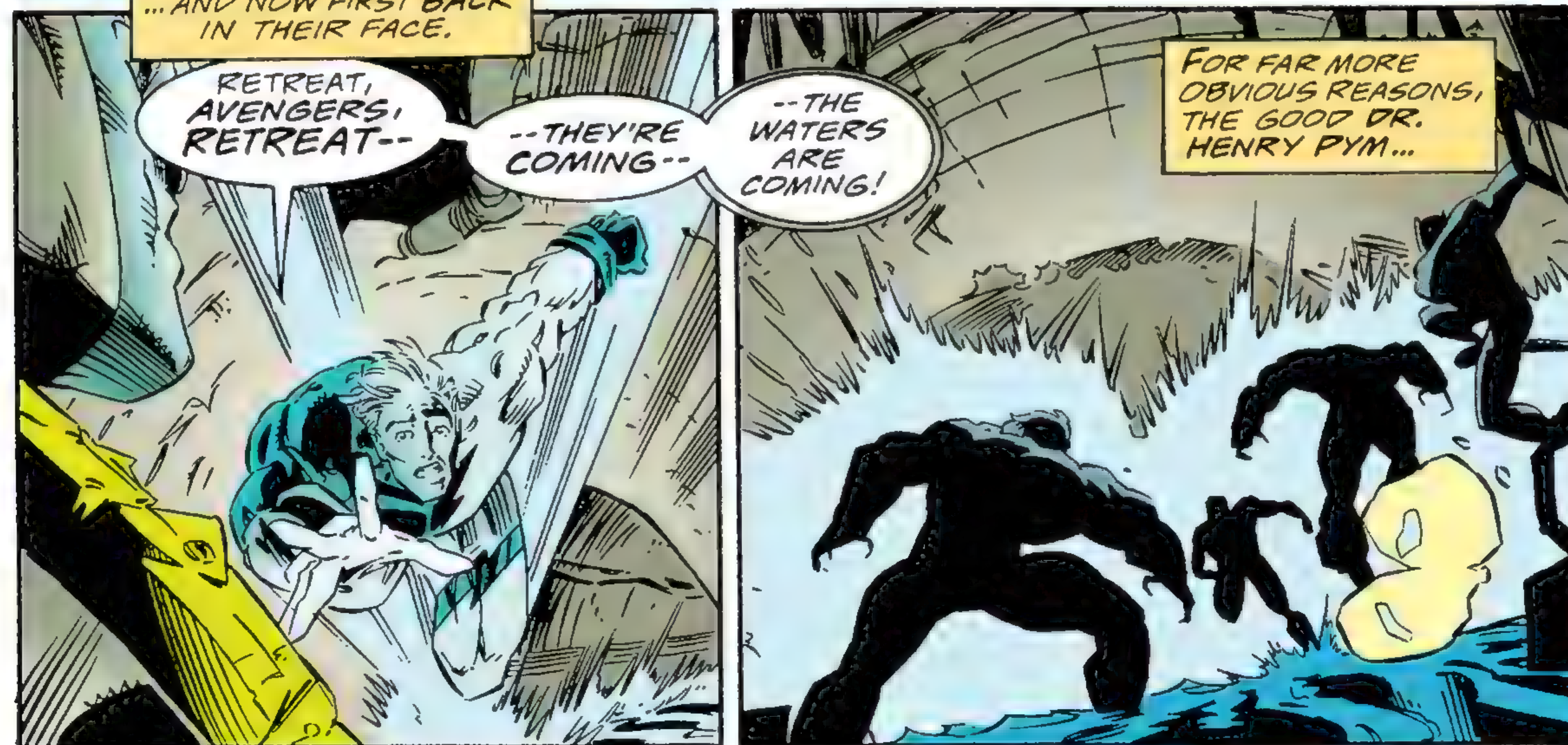
AND IMPATIENCE IS THE NATURAL PRICE OF PIETRO MAGNUS MAXIMOFF'S MUTANT POWER, AN UNNATURALLY RAPID RESPONSE AND FLEETNESS OF FOOT THAT MAKES HIM FIRST...



...AMONG EQUALS.

ALWAYS FIRST FORWARD INTO THE FRAY, AT LEAST...

...AND NOW FIRST BACK IN THEIR FACE.

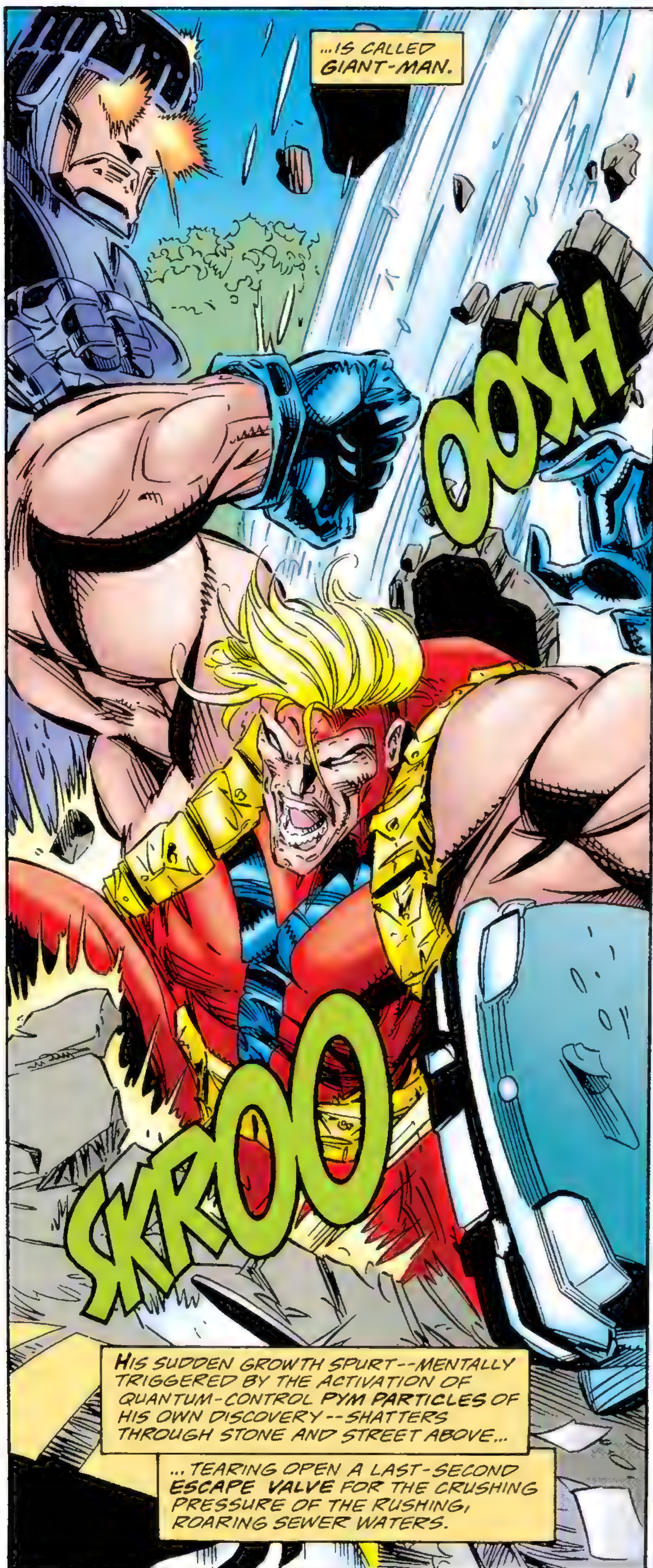


RETREAT, AVENGERS, RETREAT--

--THEY'RE COMING--

--THE WATERS ARE COMING!

FOR FAR MORE OBVIOUS REASONS, THE GOOD DR. HENRY PYM...



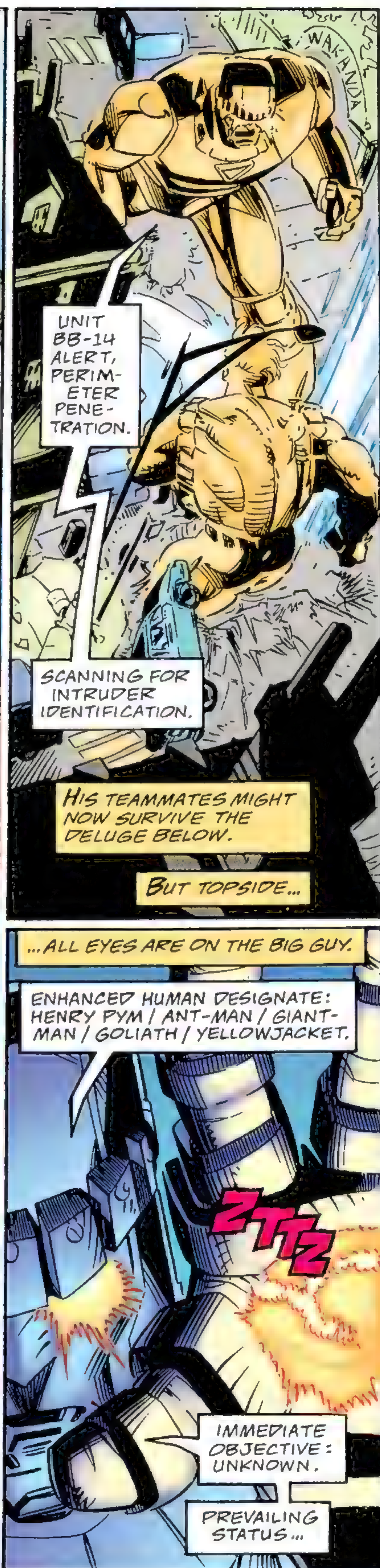
...IS CALLED
GIANT-MAN.

POOSH

SKROO

HIS SUDDEN GROWTH SPURT--MENTALLY
TRIGGERED BY THE ACTIVATION OF
QUANTUM-CONTROL PYM PARTICLES OF
HIS OWN DISCOVERY--SHATTERS
THROUGH STONE AND STREET ABOVE...

...TEARING OPEN A LAST-SECOND
ESCAPE VALVE FOR THE CRUSHING
PRESSURE OF THE RUSHING,
ROARING SEWER WATERS.



UNIT
BB-14
ALERT,
PERIM-
ETER
PENE-
TRATION.

SCANNING FOR
INTRUDER
IDENTIFICATION.

HIS TEAMMATES MIGHT
NOW SURVIVE THE
DELUGE BELOW.

BUT TOPSIDE...

...ALL EYES ARE ON THE BIG GUY.

ENHANCED HUMAN DESIGNATE:
HENRY PYM / ANT-MAN / GIANT-
MAN / GOLIATH / YELLOWJACKET.

ZTZ

IMMEDIATE
OBJECTIVE:
UNKNOWN.

PREVAILING
STATUS...

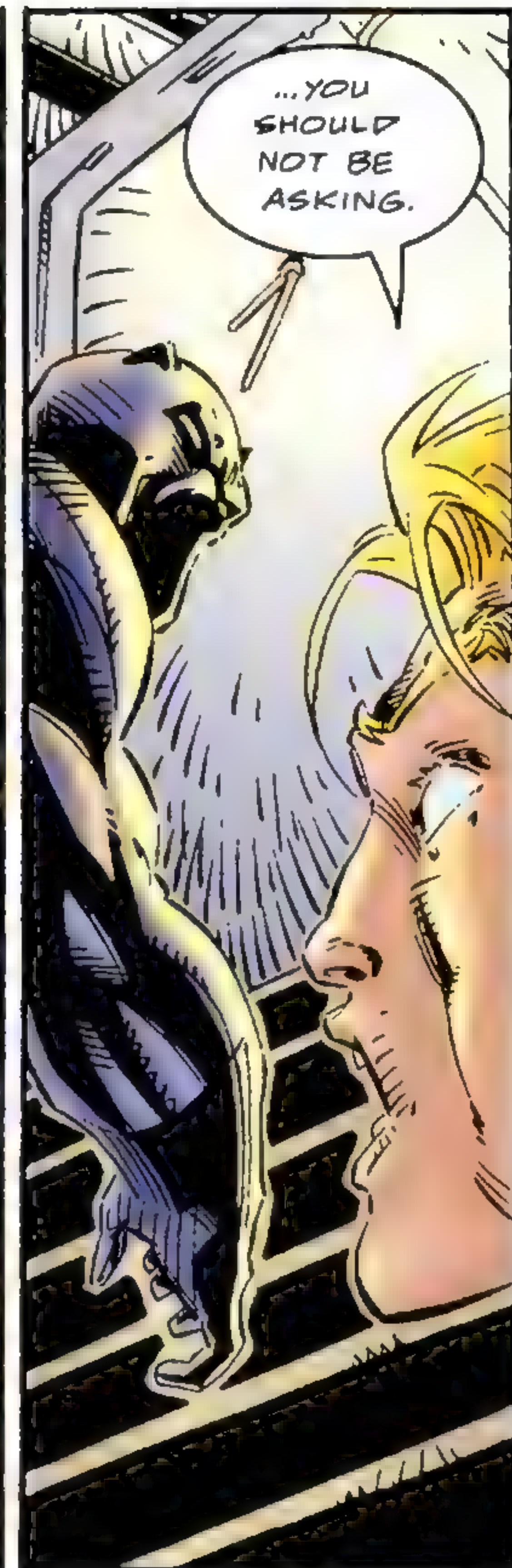
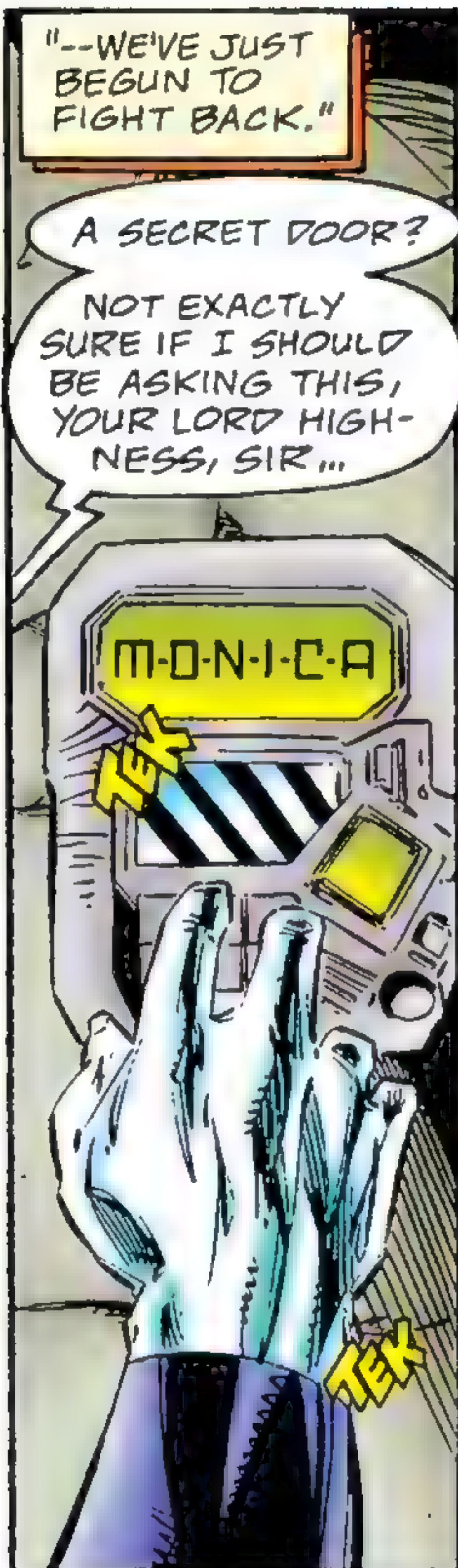


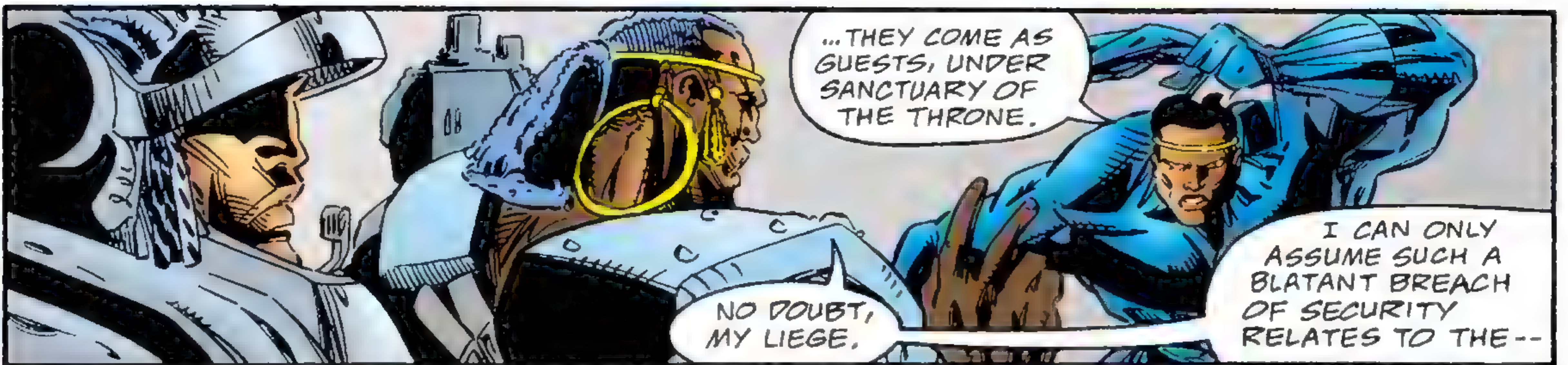
...TERMINATION
IN PROGRESS.

KRZZZZ

N-NOT
JUST Y-YET,
SENTINEL--

--NOT SO
EASILY,
THAT'S FOR
SURE--





...THEY COME AS GUESTS, UNDER SANCTUARY OF THE THRONE.

NO DOUBT, MY LIEGE.

I CAN ONLY ASSUME SUCH A BLATANT BREACH OF SECURITY RELATES TO THE--



ONSLAUGHT.) IT'S ALL ABOUT ONSLAUGHT NOW, TAKU.

FOR ALL OF US.

WAKANDAN AND AMERICAN ALIKE-- MAN AND MUTANT BOTH-- FOR AS LONG AS IT LASTS-- US AND THEM ...

...TOGETHER AGAINST THE DREAMER DENIED.

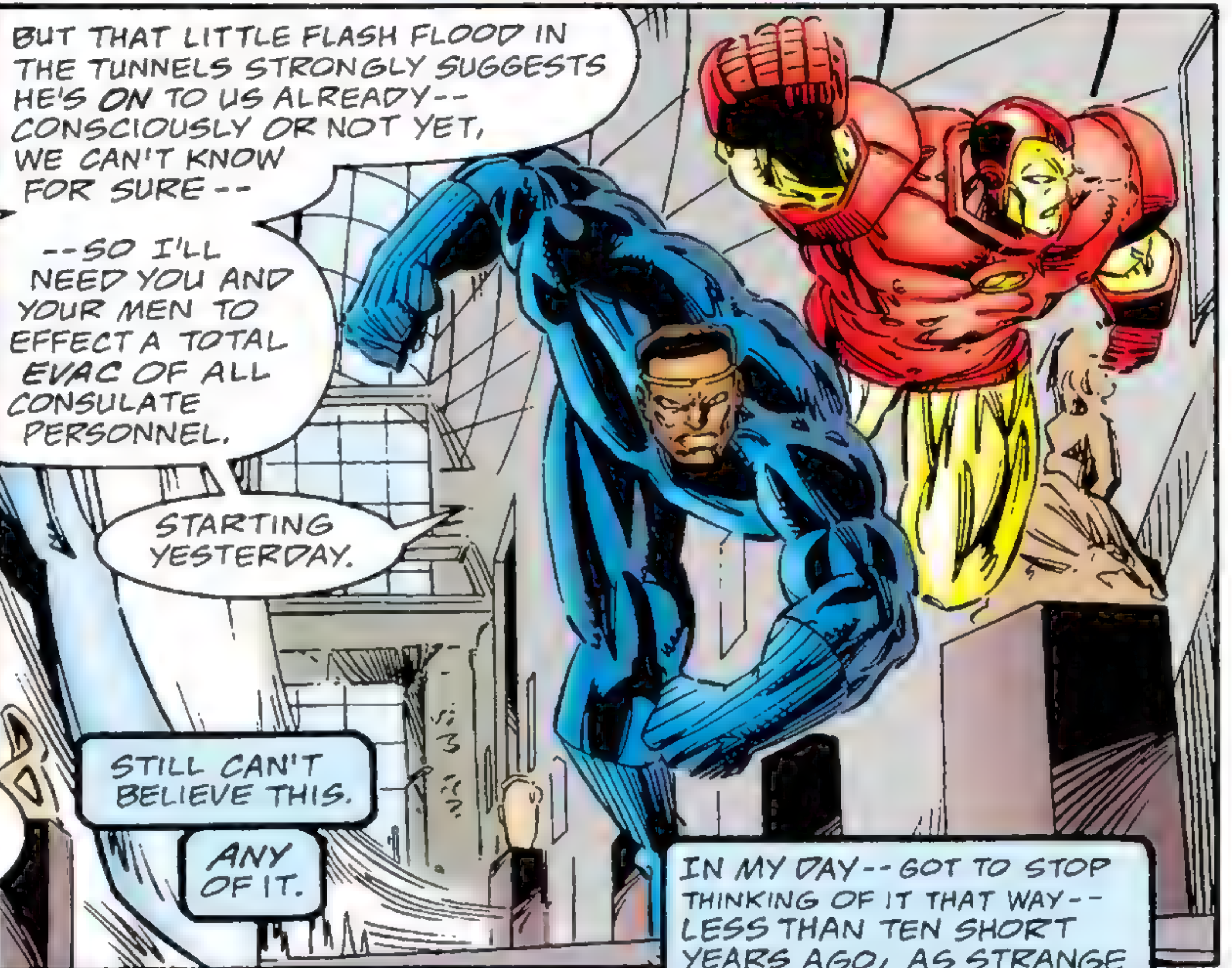
BUT THAT LITTLE FLASH FLOOD IN THE TUNNELS STRONGLY SUGGESTS HE'S ON TO US ALREADY-- CONSCIOUSLY OR NOT YET, WE CAN'T KNOW FOR SURE--

--SO I'LL NEED YOU AND YOUR MEN TO EFFECT A TOTAL EVAC OF ALL CONSULATE PERSONNEL.

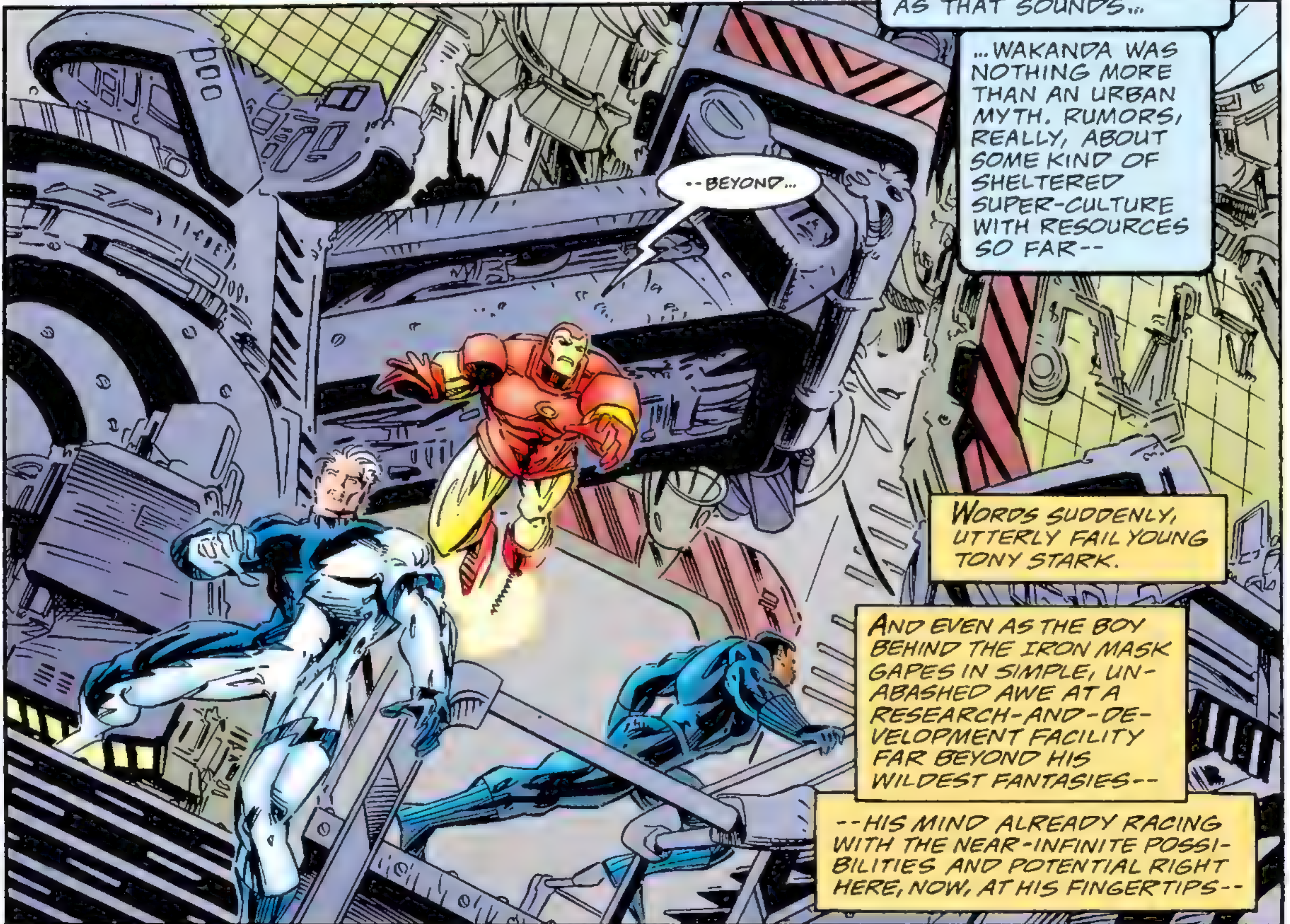
STARTING YESTERDAY.

STILL CAN'T BELIEVE THIS.

ANY OF IT.



IN MY DAY-- GOT TO STOP THINKING OF IT THAT WAY-- LESS THAN TEN SHORT YEARS AGO, AS STRANGE AS THAT SOUNDS...



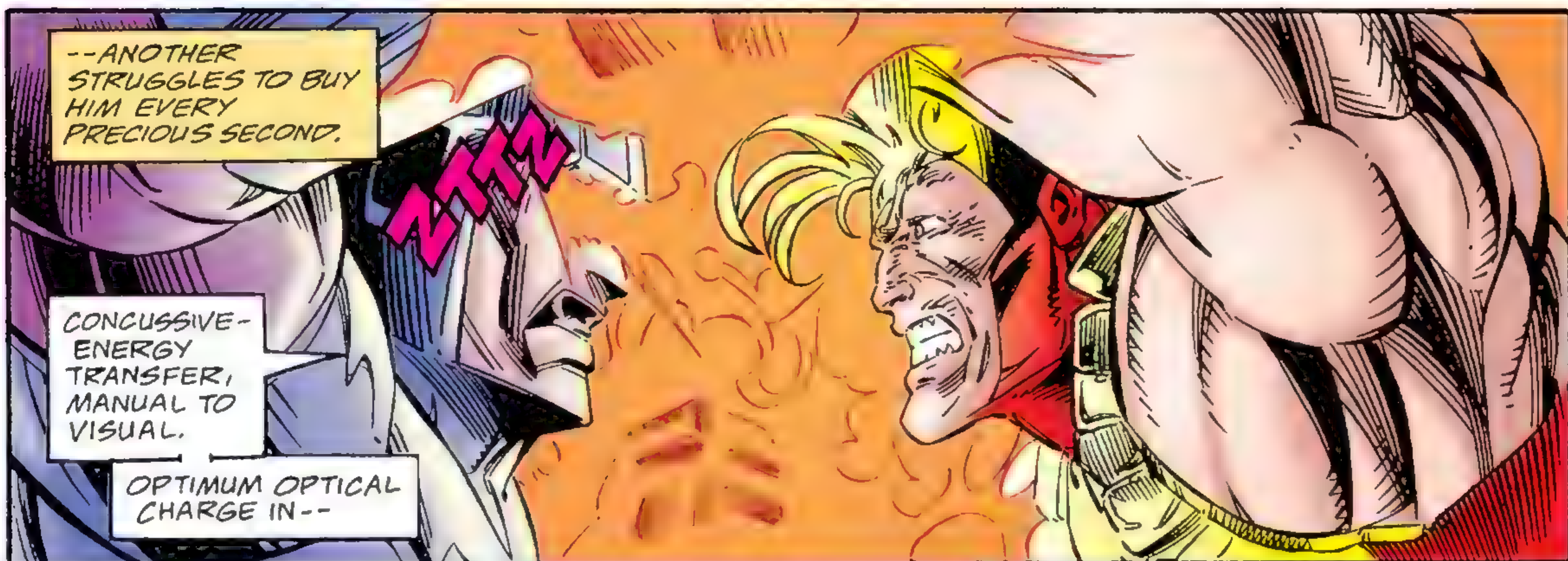
--BEYOND--

...WAKANDA WAS NOTHING MORE THAN AN URBAN MYTH. RUMORS, REALLY, ABOUT SOME KIND OF SHELTERED SUPER-CULTURE WITH RESOURCES SO FAR--

WORDS SUDDENLY, UTTERLY FAIL YOUNG TONY STARK.

AND EVEN AS THE BOY BEHIND THE IRON MASK GAPES IN SIMPLE, UN-ABASHED AWE AT A RESEARCH-AND-DEVELOPMENT FACILITY FAR BEYOND HIS WILDEST FANTASIES--

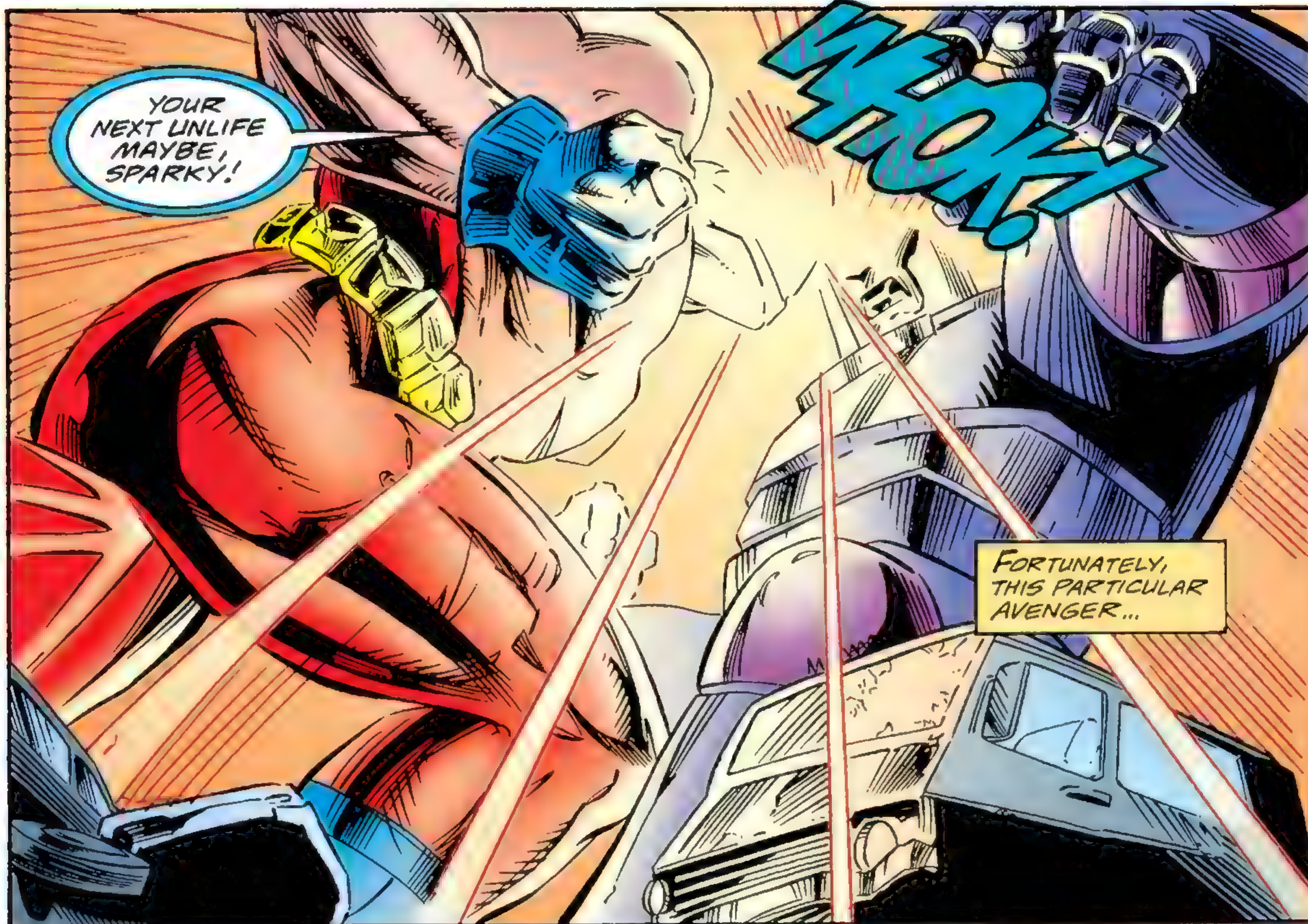
--HIS MIND ALREADY RACING WITH THE NEAR-INFINITE POSSIBILITIES AND POTENTIAL RIGHT HERE, NOW, AT HIS FINGERTIPS--



--ANOTHER STRUGGLES TO BUY HIM EVERY PRECIOUS SECOND.

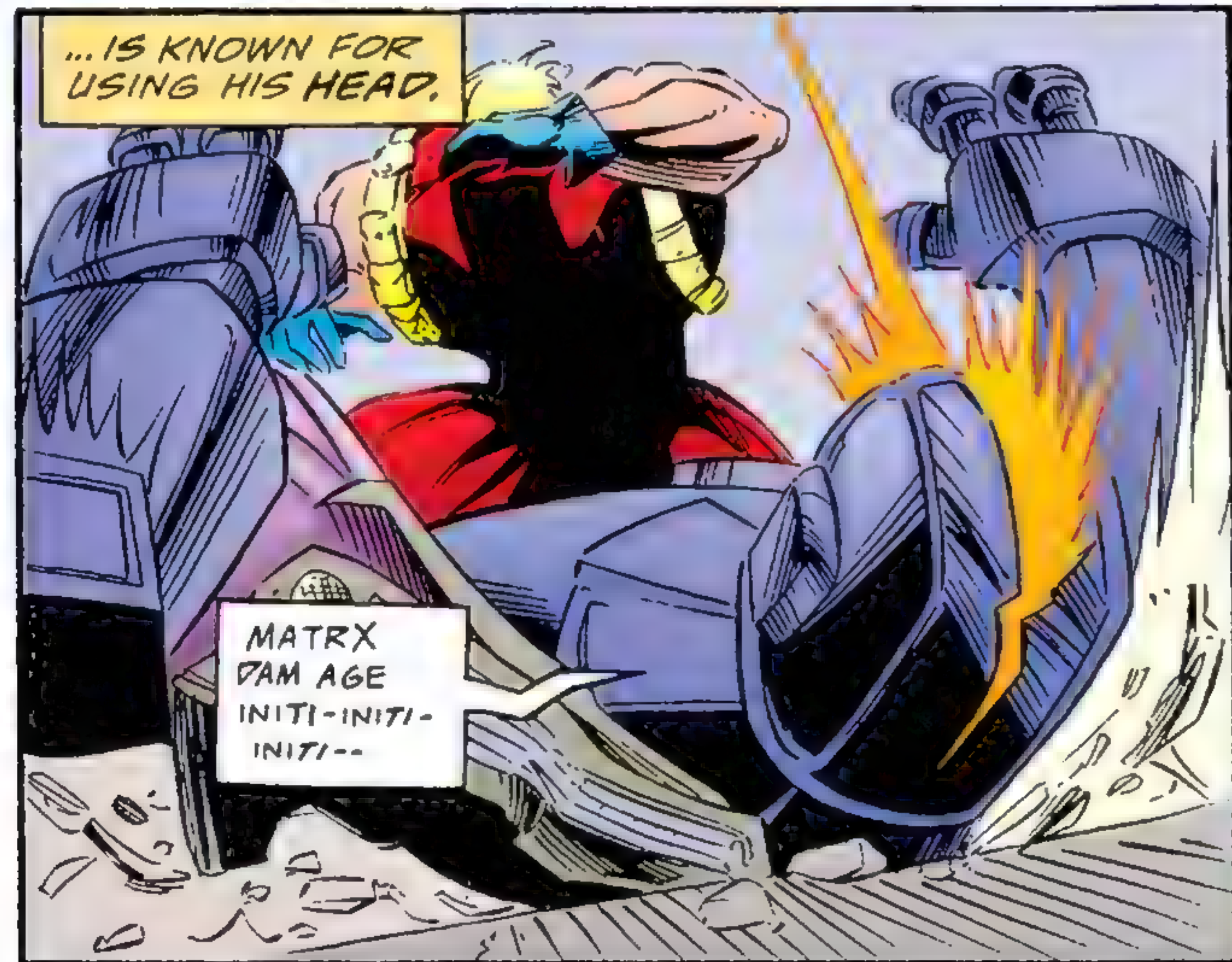
CONCUSSIVE-ENERGY TRANSFER, MANUAL TO VISUAL.

OPTIMUM OPTICAL CHARGE IN--



YOUR NEXT UNLIFE MAYBE, SPARKY!

FORTUNATELY, THIS PARTICULAR AVENGER...



...IS KNOWN FOR USING HIS HEAD.

MATRIX DAM AGE INITI-INITI-INITI--



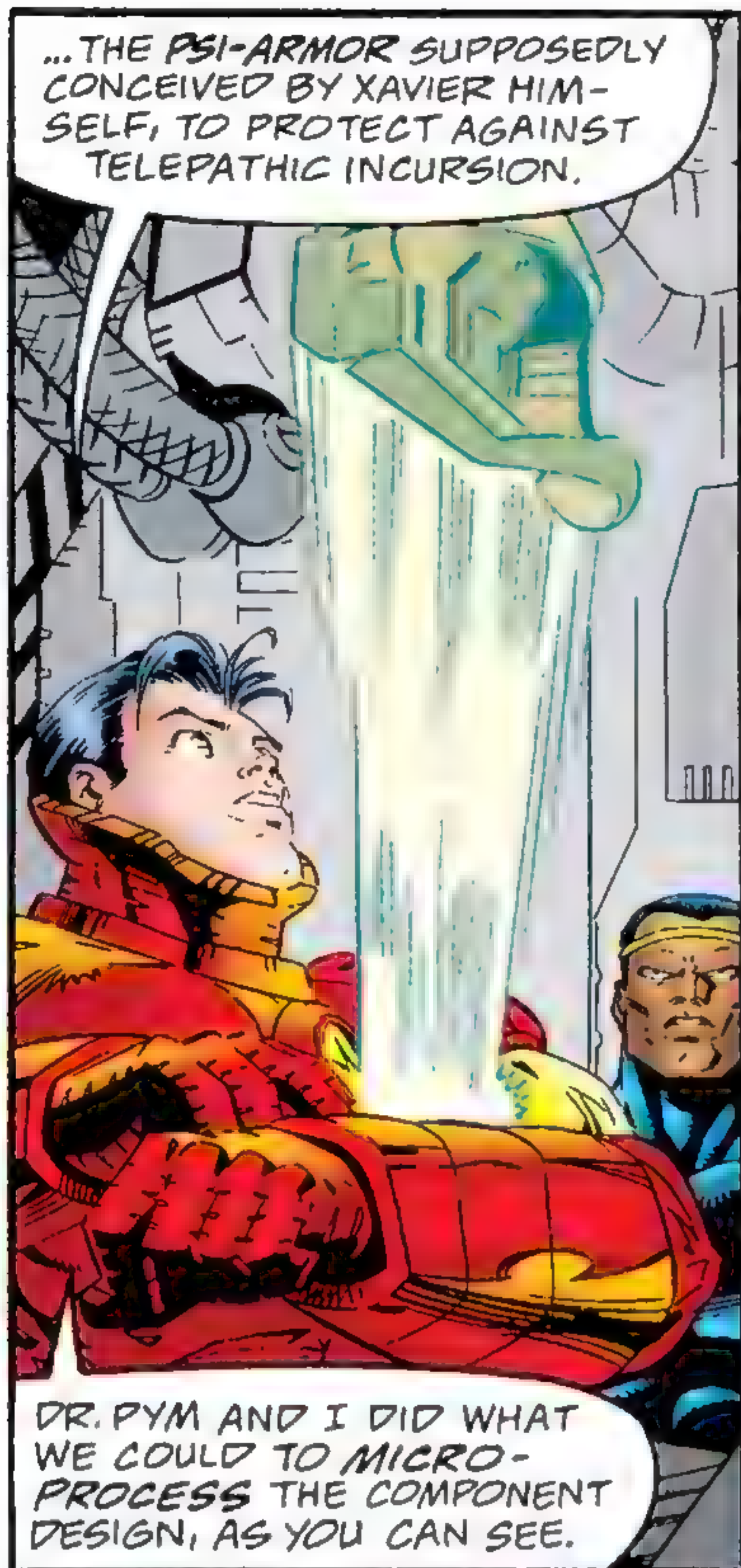
UNFORTUNATELY...

TZZT

TZZT

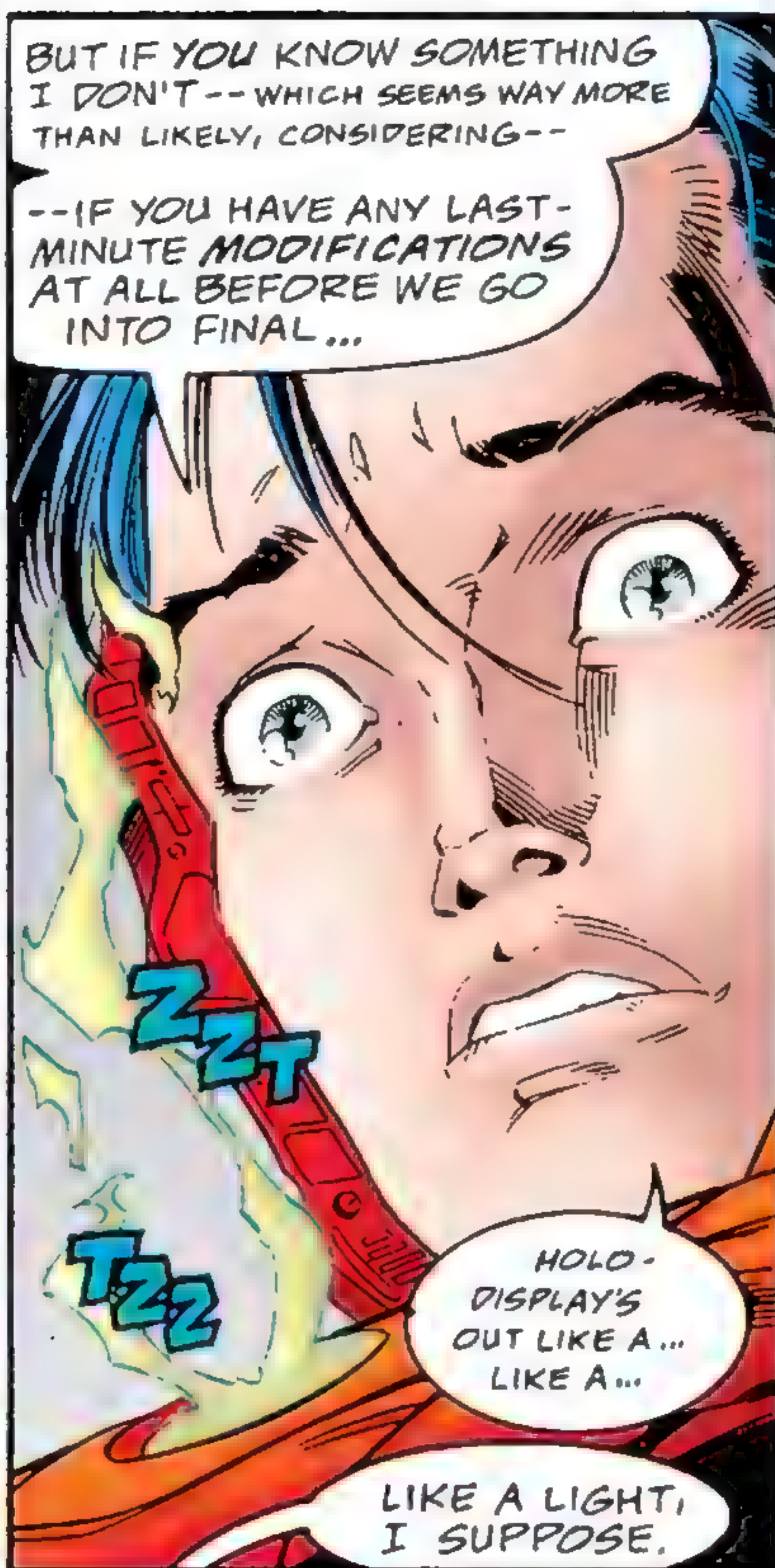
ZTTZ

YEEEARGH--!



...THE PSI-ARMOR SUPPOSEDLY CONCEIVED BY XAVIER HIMSELF, TO PROTECT AGAINST TELEPATHIC INCURSION.

DR. PYM AND I DID WHAT WE COULD TO MICRO-PROCESS THE COMPONENT DESIGN, AS YOU CAN SEE.



BUT IF YOU KNOW SOMETHING I DON'T -- WHICH SEEMS WAY MORE THAN LIKELY, CONSIDERING --
--IF YOU HAVE ANY LAST-MINUTE MODIFICATIONS AT ALL BEFORE WE GO INTO FINAL...

ZZZT
TZZ

HOLD-DISPLAYS OUT LIKE A...
LIKE A...

LIKE A LIGHT, I SUPPOSE.



SUIT'S SYSTEMS MUST BE RUNNING LOW ALREADY, PANTHER, SHUNTING THE LAST OF MY ENERGY-RESERVES TO LIFE-SUPPORT FOR THE DURATION.

AND I'M STILL NOT CLEAR ON HOW WE'RE SUPPOSED TO PRODUCE THE POWER NEEDED TO PUT THE MODEL INTO PRODUCTION.

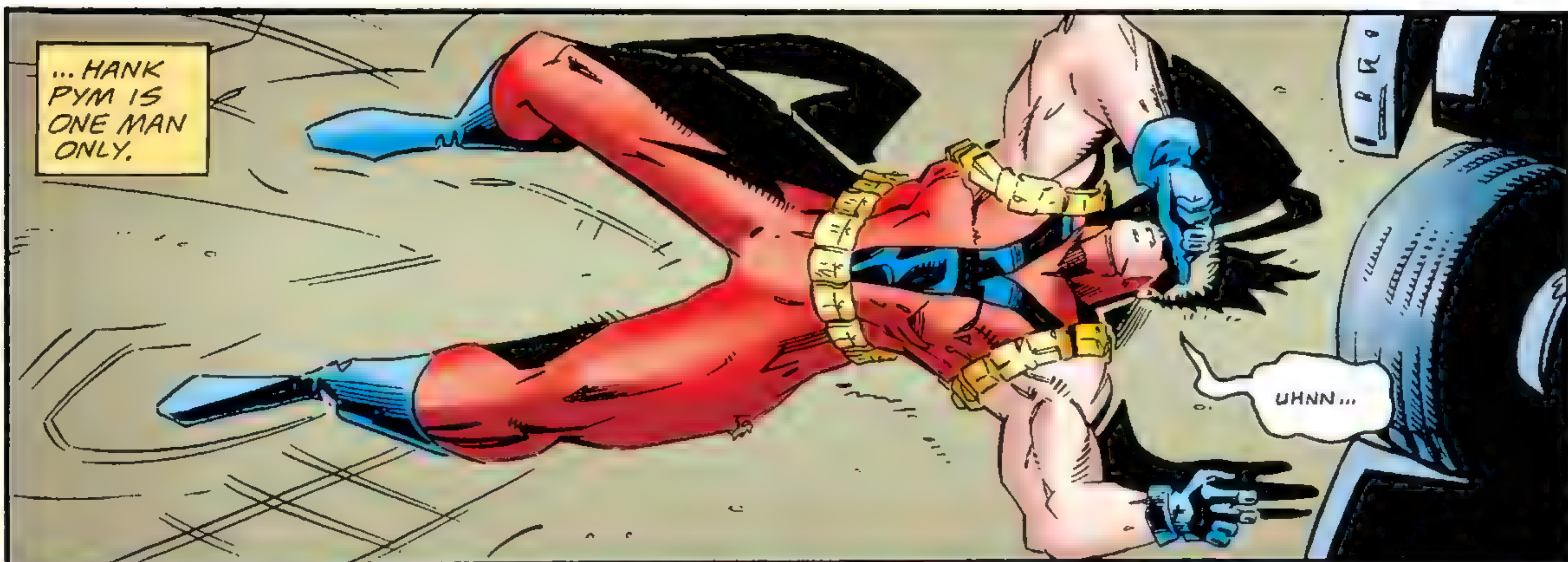
POWER, MY YOUNG OLD FRIEND...

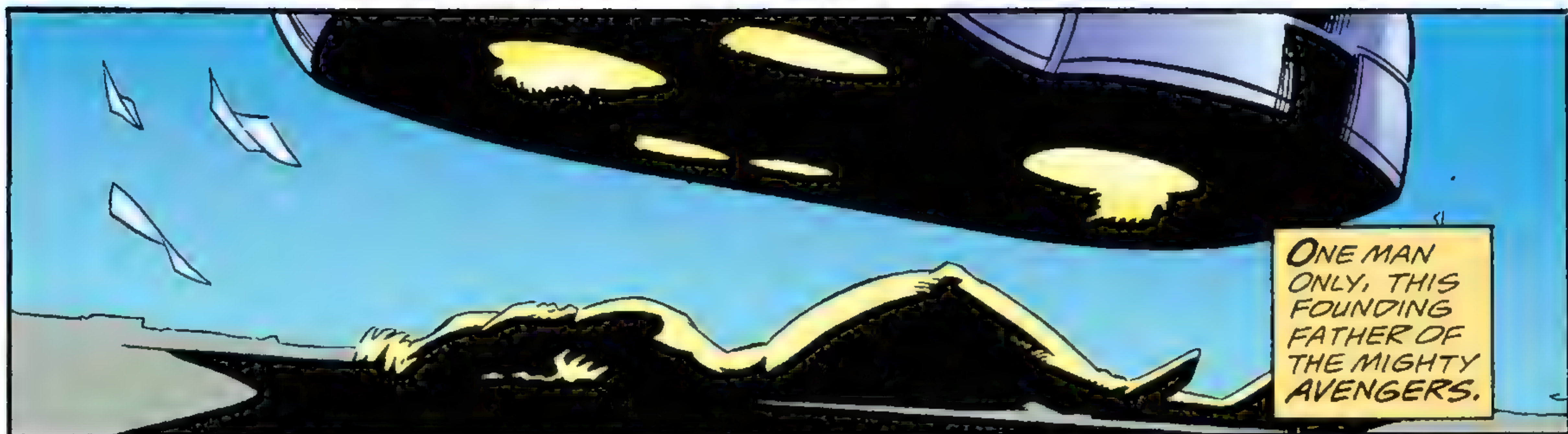


...IS NOT A PROBLEM HERE.

VIBRANIUM, I ASSUME...?!

STUFF'S GOING TO HAVE TO BE EVERYTHING EVERYONE SAYS -- AND A WAY LOT MORE --



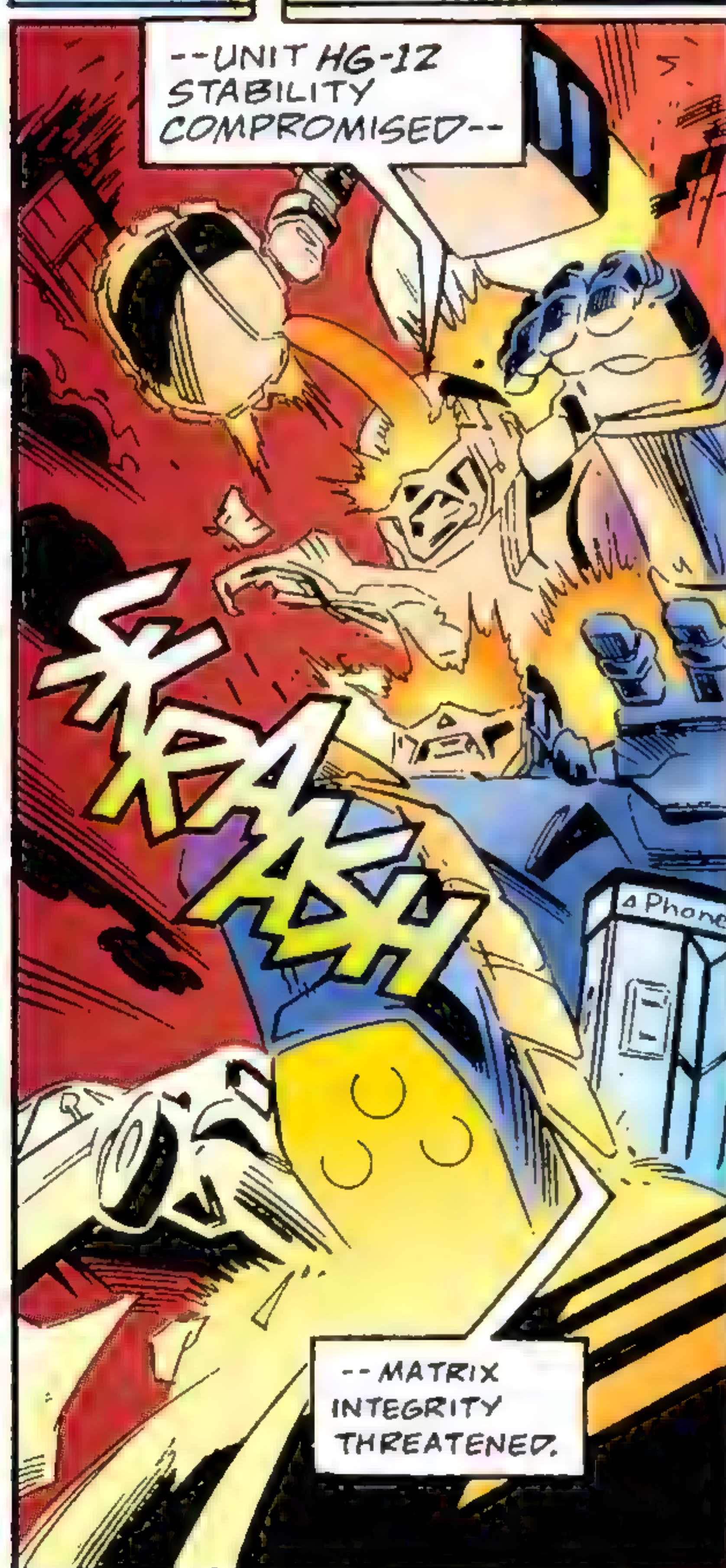


ONE MAN
ONLY, THIS
FOUNDING
FATHER OF
THE MIGHTY
AVENGERS.



NOT, HOWEVER...

... ONE MAN
ALONE.





"--THE CHASE IS ON."

PERFECT.

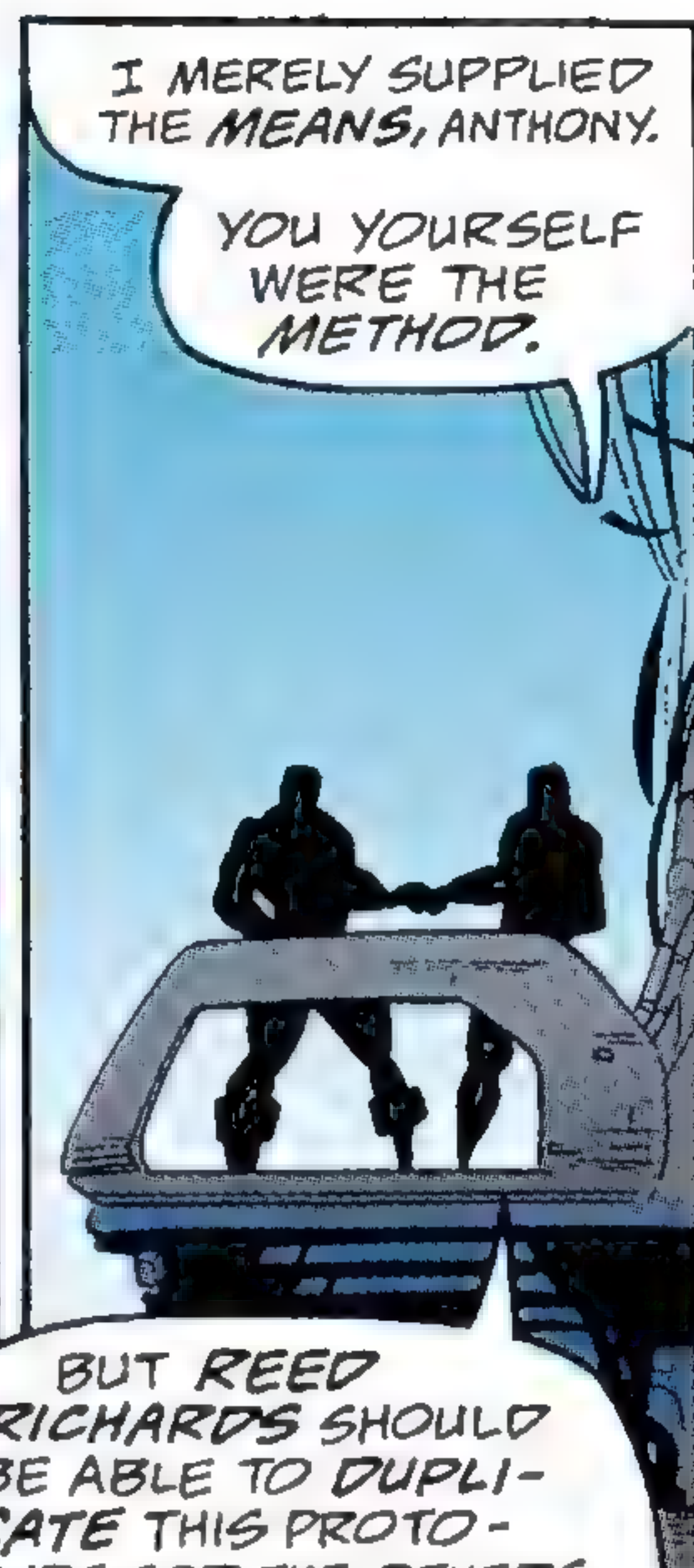
HAS TO BE,
T'CHALLA ...



... I'M ALREADY RUNNING WAY LATE FOR
MY RENDEZVOUS IN TIMES SQUARE
WITH THE REST OF THE TEAM.

PSI-SHIELDS
WOULD STILL BE
PSI-SCRAP WITH-
OUT THE VIBRANIUM
JUMPSTART
THOUGH.

YOU CAN'T
KNOW HOW
MUCH ALL
THIS ...



I MERELY SUPPLIED
THE MEANS, ANTHONY.

YOU YOURSELF
WERE THE
METHOD.

BUT REED
RICHARDS SHOULD
BE ABLE TO DUPLI-
CATE THIS PROTO-
TYPE FOR THE OTHERS
NOW, WITH JUST THE
SMALLEST CACHE
OF WAKANDA'S
REMAINING
VIBRANIUM ...



... AND MY
PEOPLE WILL
LIKELY BE
SAFEST AT FOUR
FREEDOMS PLAZA
UNTIL --

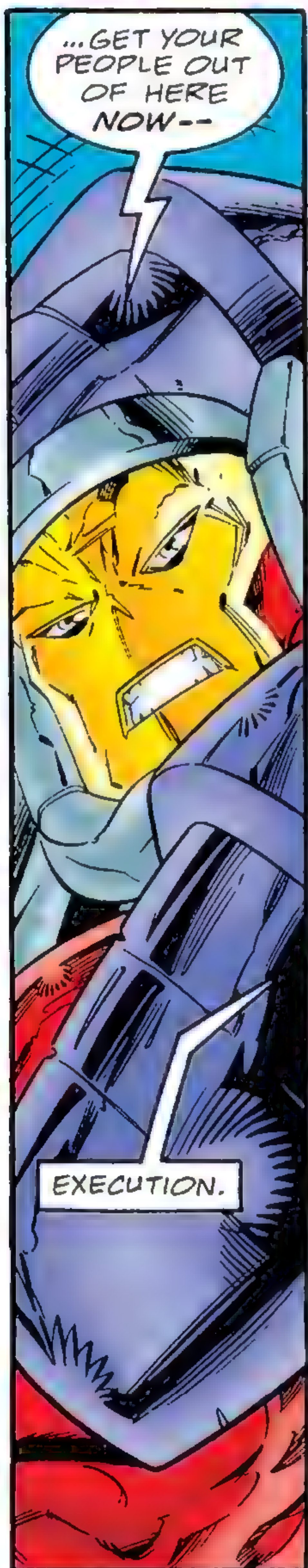
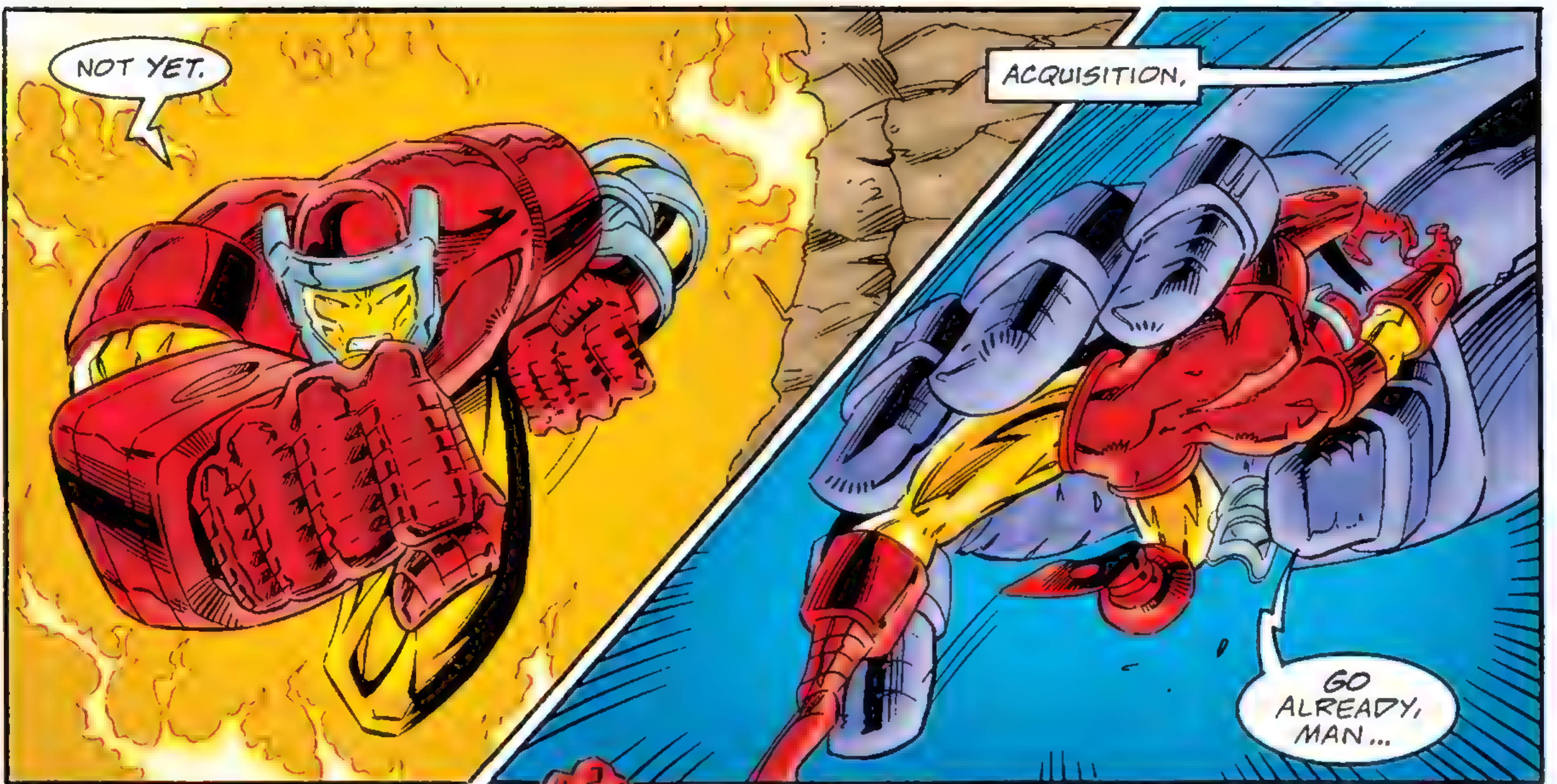
SKRREAAK

ENHANCED HUMANS
IDENTIFIED: T'CHALLA/
BLACK PANTHER
AND IRON MAN.

AFFILIATION ESTABLISHED,
DIRECTIVE RECONFIRMED...

... DESTROY ALL
AVENGERS.







-- THIS
'BOT'S FOR
ME!



AND YOU SHALL KNOW THE
ETERNAL GRATITUDE OF
THE BLACK PANTHER,
AVENGER.

MY FIRST DUTY
IS TO WAKANDA
NOW-- TO SEEING MY
OWN THROUGH THE
PERILOUS PATH AHEAD--
BUT I WILL ALERT THE
OTHERS TO YOUR
SITUATION...

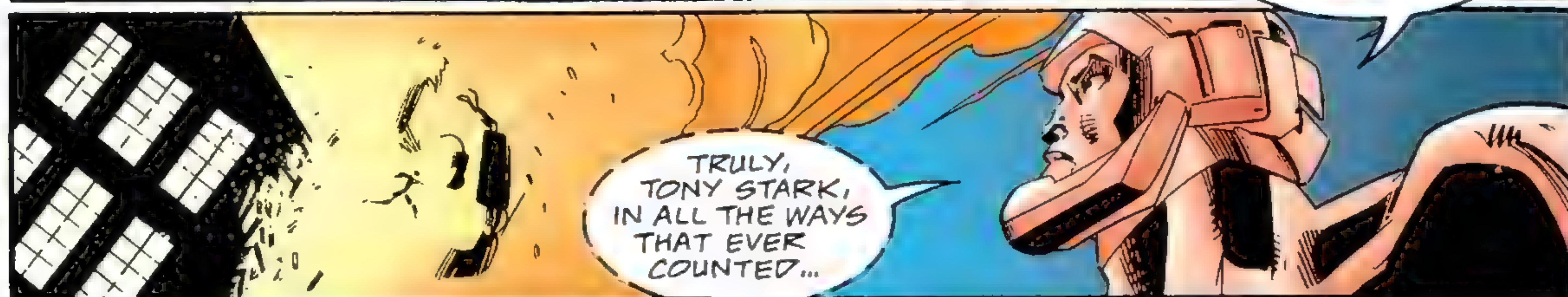
...EVEN
RETURN WITH
AN ARMY OF
HEROES, IF
NEED STILL
REMAIN.

YOU
WILL NOT
BE FOR-
GOTTEN,
I SWEAR.

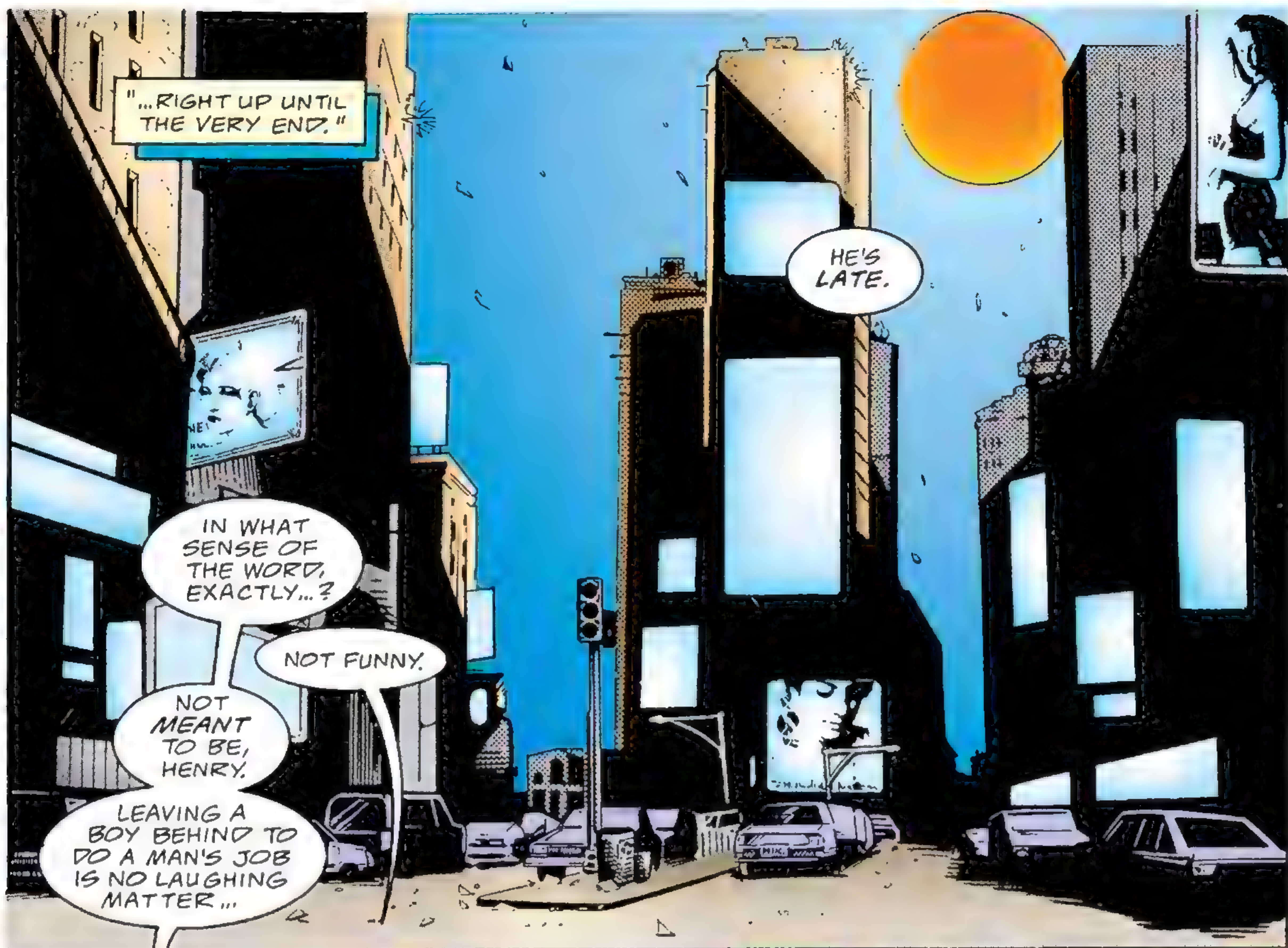
WAKANDANS ONE
AND ALL WILL SOMEDAY
SING OF THIS IRON MAN--
SOARING SONGS OF
SACRIFICE AND STRENGTH,
OF WISDOM AND COURAGE
FAR BEYOND HIS TRAGIC
FEW YEARS--

--OF ONE
LONE KNIGHT
AGAINST THE
NIGHT NEVER-
ENDING--

--LANCING
THE DARKNESS
WITH LIGHT.



TRULY,
TONY STARK,
IN ALL THE WAYS
THAT EVER
COUNTED...



"...RIGHT UP UNTIL THE VERY END."

HE'S LATE.

IN WHAT SENSE OF THE WORD, EXACTLY...?

NOT FUNNY.

NOT MEANT TO BE, HENRY.

LEAVING A BOY BEHIND TO DO A MAN'S JOB IS NO LAUGHING MATTER...



WE ALLOWED THE ONLY ONE WHO COULD DO WHAT NEEDED TO BE DONE TO DO IT.

THAT'S WHAT THIS TEAM'S BEEN ALL ABOUT SINCE DAY ONE, PIETRO.

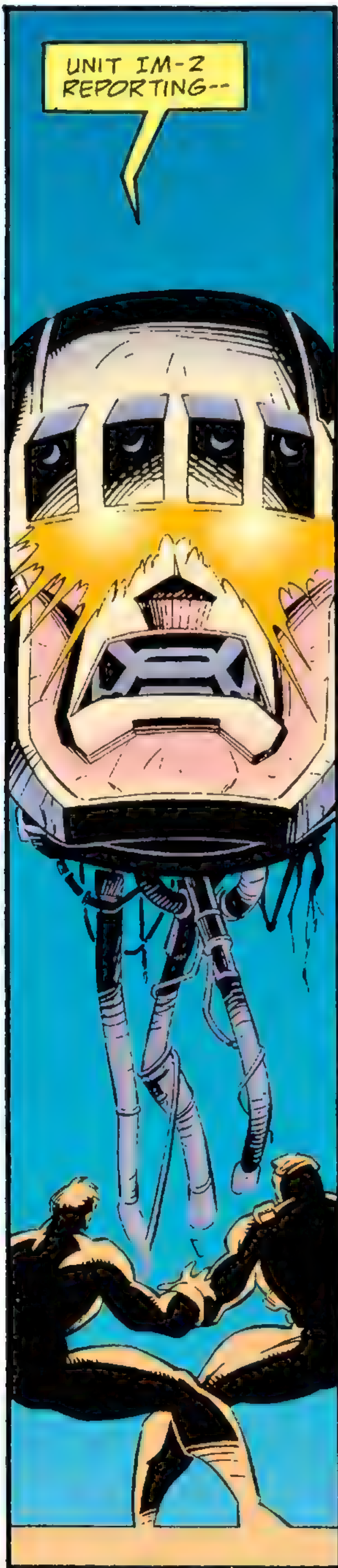
AND I REMEMBER A TIME, NOT ALL THAT LONG AGO, WHEN THAT "BOY" COULD HAVE--AND WOULD HAVE--BEEN YOU.

INDEED...



...BUT THE TIMES THEY ARE A' CHANGIN'.

HOLY--!?



Mega Marvel retailer catalog cover art by
Luke Ross & Atomic Paintbrush

**MEGA
MARVEL**

JULY 1996

CAUGHT IN THE
ONSLAUGHT!





OK, let's pretend you're cruising down the highway on a blistering hot summer day. Dang, it's hot! And you're mad about it! You're driving a Camaro; no, you're driving a dish pickup truck; no, you're driving a dish and two napkins. Whatever, it doesn't matter. The air conditioner's broken. You're climbing slowly but surely into the Rocky Mountains hoping for some relief from the heat when, at an almost surreally slow pace (for your smokin' Camaro), you round a dusty curve to see a fantastically huge pig-hauling semi jackknife across the median loaded with three-tier, eighteen-wheeler loaded with brand new cars head-on. As they tumble away down the asphalt together, metal screeching and sparks flying, your eyes (which, unbelievably, have not been welded into your head) are diverted by the sight of a large sign reading DANGER: D.O.T. CLASS A EXPLOSIVES. The sign is attached to the tail end of a tandem rig which is barreling backwards down one of those runaway emergency truck ramps! The rear trailer (the one with the pretty sign on it) separates from the cab, jumps the median with about ten feet of air, and lands with an ear-drum-smashing explosion in the middle of the gasoline-soaked wreckage of the first two trucks.

After recovering your eyesight, you peep cautiously over the dash. Part of a pig snout slides down the windshield. You're fascinated as well as terrified, desperate to help, yet almost totally numb with the desire to curl up in a ball under the steering column with your thumb in your mouth! Your eyes are watering, you're probably going to be deaf for life, and you've completely forgotten that the air conditioner your



car came with wasn't worth a dime in the first place!

Whoa! Sounds like a lurid description of a pretty nasty truck wreck and your ensuing emotional state, huh? Actually, it's nothing but a tame analogy for the history-making crossover, suitably entitled ONSLAUGHT, which will hit more Marvel books than you can shake a flaming tire at this summer! The mayhem officially begins on June 5, 1996 with the release of ONSLAUGHT: X-MEN, a giant-sized issue by none other than Mark Waid, Scott Lobdell, the entirely-too-talented Adam Kubert, and inking wiz Dan Green!

So what, or who exactly is Onslaught? "This event is going to redefine Marvel Comics as we know it," exclaimed editorial VP Jim Sokolowski as he reached for his Uru Hammer and noise makers. Editor in Chief Bob Harras was a bit more reserved. "We can't say who Onslaught is right now, but he's connected with someone readers are very familiar with!" A little more digging on the industrious part of Marvel VISION reveals that Onslaught is one of the most horrendous villains ever spawned by a sick, twisted writer's psyche! The evil being believes that humans are unfit to inherit the Earth, and so he's out to kill 'em all, as Metallica say!

Never one to put off 'til tomorrow what he can do today, Onslaught is off on his quest for more power, leaving behind a trail of destruction so wide it's practically a freeway. The action moves along at the pace of a Greyhound on amphetamines, and winds up in August with the explosive special issue, ONSLAUGHT: MARVEL UNIVERSE! Hordes of Marvel heroes, from the lesser to the mighty,

mutant

by polly watson

ROADKILL



are going to team up in an all-out effort to destroy the behemoth! Some will fall by the wayside, never to rise again, while others will converge on New York City with more enthusiasm than a Jaycee basketball team for the ultimate battle. A battle that will have amazing ramifications for the whole Marvel Universe.

"Readers who want a sneak peek at Onslaught (before the crossover officially kicks off) can check out X-MEN #53, where he makes his first appearance," says X-MEN assistant editor Ben Raab. After that, the evil one looms large in X-MEN #54, on sale in May, before all heck breaks loose with ONSLAUGHT: X-MEN. Following that scorching ish, the dark entity which grows stronger as it sucks up the life powers of beloved characters and spits out its victims when finished, blazes through the lion's share of Marvel's titles! Yes, every editor and his monkey was fighting to be included in this soon-to-be-legendary event! Those titles which will be playing with fire include THE INCREDIBLE HULK, AVENGERS, IRON MAN, FANTASTIC FOUR, THOR, PUNISHER, and just about every title with an "X" in it!

But fear not, gentle reader! You won't have to start living on ramen noodles and baloney if you want to get in on the ground floor of this hot property! As INCREDIBLE HULK editor Bobbie Chase points out, "Readers don't have to buy every issue in this crossover to keep up with the action!" That's right, kids, the Marvel phone lines have been constantly tied up by editors and writers yakking it up on conference calls to ensure that this is the tightest-woven crossover ever. This means you can pick



up a few well-chosen issues and still be in on the summer's hottest superhero/megavillain event!

So which issues are the must-haves? We'll leave that up to your impeccable taste, but here are some sneak previews from various editors about the issues they're most excited about!

Mark Powers (CABLE): "Apocalypse and Cable fight in July (CABLE #35)! It's the first time they've ever faced each other in the present day Marvel Universe continuity! Also, Onslaught, who perceives Cable to be a terrific telepathic threat, attempts to take him out with the strongest weapon he's got—the Hulk! Mark Gruenwald (AVENGERS): "This June in AVENGERS #401, the Avengers and Gambit go looking for Magneto to see what connection he may have to Onslaught."

Jaye Gardner (PUNISHER): "The Punisher is in New York City by July's issue #11. The Sentinels have taken over the city. The Punisher sees the S.H.I.E.L.D. helicopter crash and goes to the rescue."

Ralph Macchio (SPIDER-MAN): "At some point in Peter Parker's sickness (AMAZING SPIDER-MAN #415, July) and Ben Reilly's role as Spider-Man, they're going to have to deal with the Sentinels. Even though Peter has no Spider-powers, he's going to give this thing all he's got!"

There you have it, fans—straight from the horses' mouths! So when you're sacked out in your vinyl lawnchair this summer, sucking down the Country Time and wishing the sun would set at noon, remember that relief is only as far away as your local comics shop! ONSLAUGHT: so hot, it'll make you feel cool!

Onslaught is off on his quest for more power, leaving behind a trail of destruction so wide it's practically a freeway.



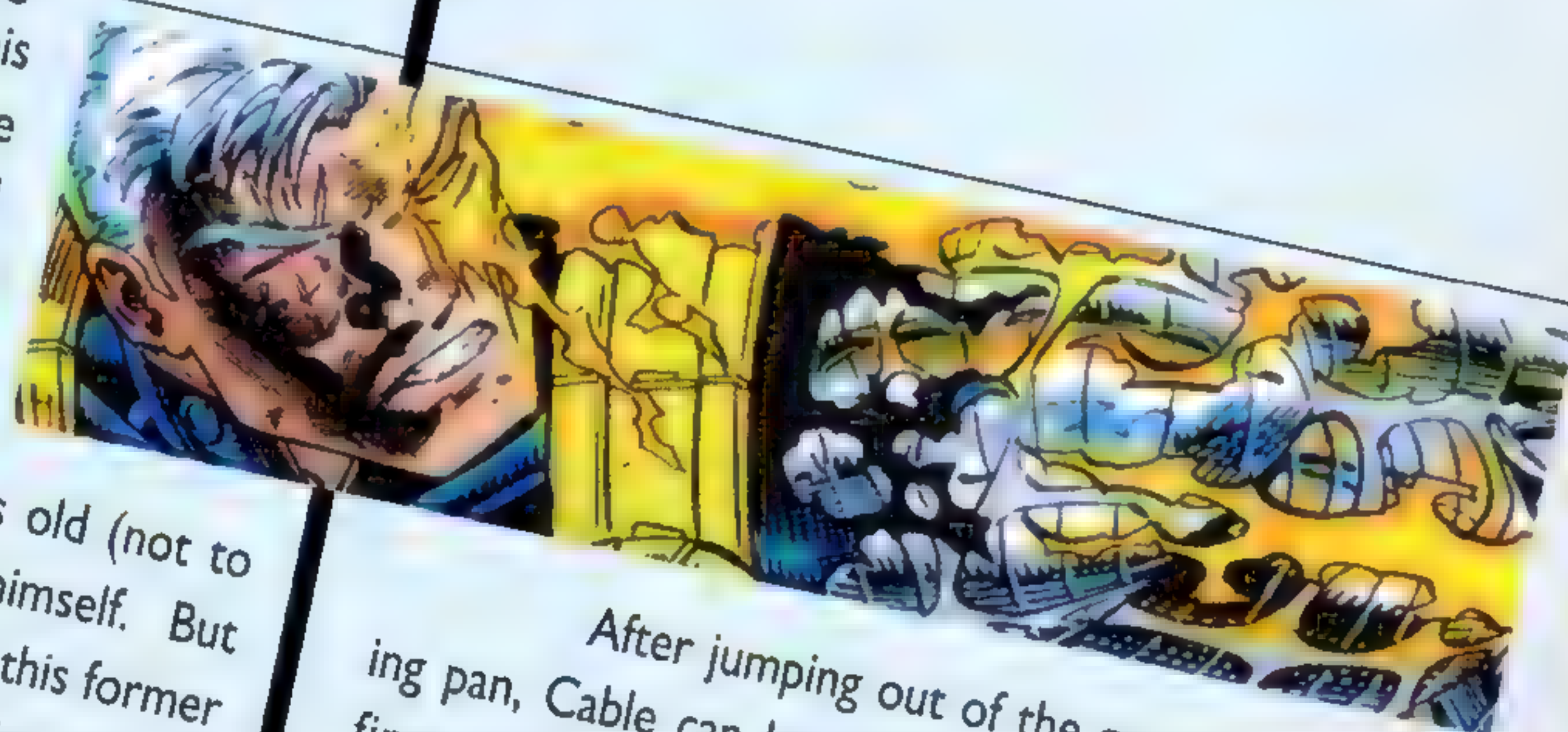
IF YOU'RE IN THE MOOD FOR SOME HIGH-FLYING ACTION, INTERLACED WITH A HINT OF ROMANCE AND HEART-POUNDING DRAMA, TUNE INTO CABLE. ONSLAUGHT MAY BE RUNNING THE SHOW THIS SUMMER, BUT THE CABLE-MAN IS SURE TO DELIVER SOME PRIME-TIME THRILLS OF HIS OWN.



ACTION/ADVENTURE

Beginning this May in CABLE #33, there is no rest for the Techno-Organically challenged. Editor Mark Powers anxiously forecasts a confrontation of mammoth proportions for Nathan (Cable) Dayspring. "Onslaught knows that Cable is his greatest telepathic threat so he uses the Hulk, the greatest physical force on earth, to try and take him out." Under normal circumstances this may be an even match. After all Cable is the Chosen One and he's old (not to mention big) enough to take care of himself. But lately things have been a little rough for this former time-traveling bad-boy. "After wandering around with half his face bashed in and his Techno-Organic virus warping out of control, Nathan has to face dwarfs Cable. It's really a giggle."

Except Cable won't be laughing. Even with Storm at his side, there's going to be a monstrous medical bill to pay when this battle's over. It's so big, in fact, that one comic book cannot contain it. The Hulk/Cable battle concludes in HULK #444.



After jumping out of the gamma ray frying pan, Cable can look forward to plunging head first into the Apocalyptic fire. In CABLE #34, Nathan will face perhaps the greatest challenge of his life. "Cable was basically born and bred to battle Apocalypse," claims Powers. "When Sinister Grey together, the whole idea was to create this child which he predicted would be a mutant powerful enough to take on Apocalypse."

So how come ole Blue Pants didn't act earlier? According to writer Jeph Loeb, although Cable is a time traveler and knows the future, Apocalypse has a linear perception of events. "Apocalypse does not know about the threat that

Cable poses to him in the future. He suspects but can only speculate." Consequently, Cable has a long history of bones to pick with En Sabah Nur. As a matter of fact, Apocalypse is pretty much responsible for every tragedy that has befallen Nathan since the day he was born. The confrontation will be Onslaught related and follows Apocalypse's revival from a rejuvenescent slumber in the pages of X-MEN.



DRAMA

Lately, Cable's been going through a lot of personal problems. "What you have to keep in mind is that Cable is very far away from home," explains Powers. "He's traveled into the past to this turning point in history and as much as he would like to enjoy it, he can't. All of the people that he is fighting alongside presently are dead in his time. That's why he has such a problem getting close to anyone."

But the Big Man's 'tude is gradually changing. "Ultimately, his lesson through all of this is that you can't help getting attached. That's what makes life great and makes his fighting worth the effort. He comes to the realization that he has to deal with the present. Tomorrow is

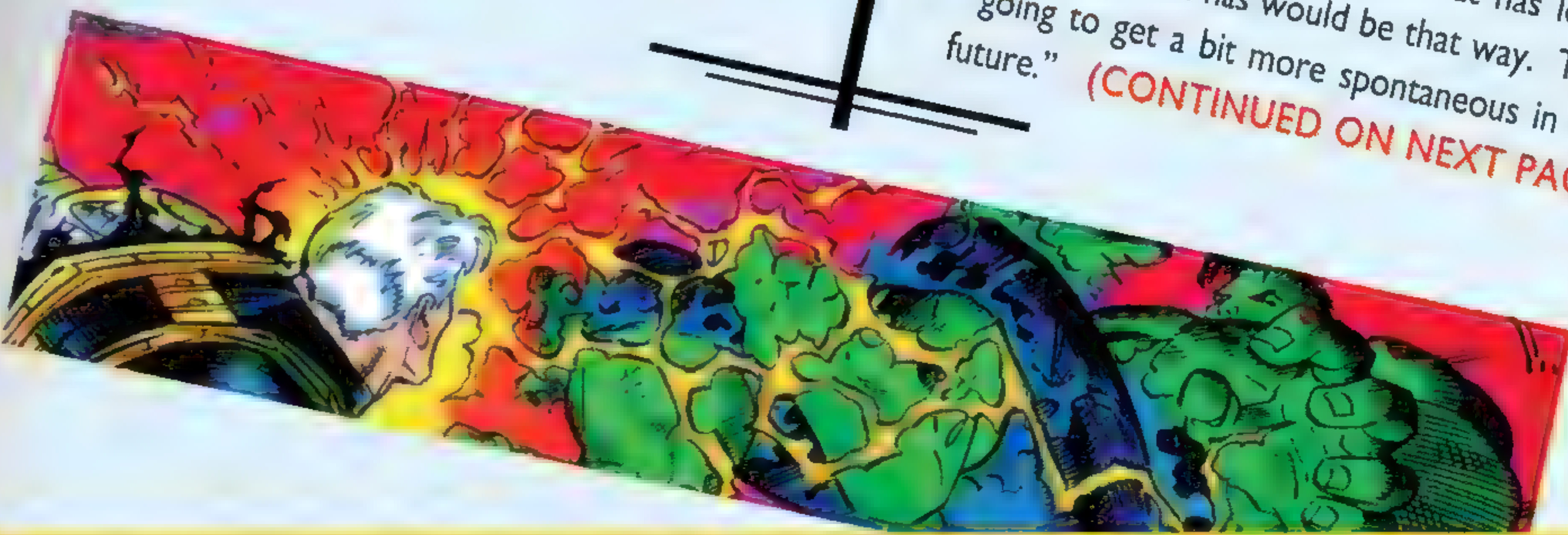


something completely different. He can't justify saving people three thousand years from now if his friends are dying today. For this reason he'll begin developing closer relationships with the characters around him."

ROMANCE

So does this constitute a confirmation of Cable and Domino's mutual attraction? Powers is doubtful: "Domino and Cable have a very different relationship than someone like Jean and Scott. They don't love each other in the same way nor are they necessarily destined to be together. These are two people that keep many secrets from one another."

According to Jeph Loeb, there is a storm brewing on the horizon for these two unrequited lovebirds. A new romantic interest will soon be unveiled for the Chosen One and ironically, the candidate is "the farthest thing from Domino." Surprised? Then you're playing right into Loeb's Techno-Organic hand. "For a while now, Cable has been too predictable in terms of what he was going to do. I don't think anyone that has led the life this man has would be that way. Things are going to get a bit more spontaneous in the near future." (CONTINUED ON NEXT PAGE)

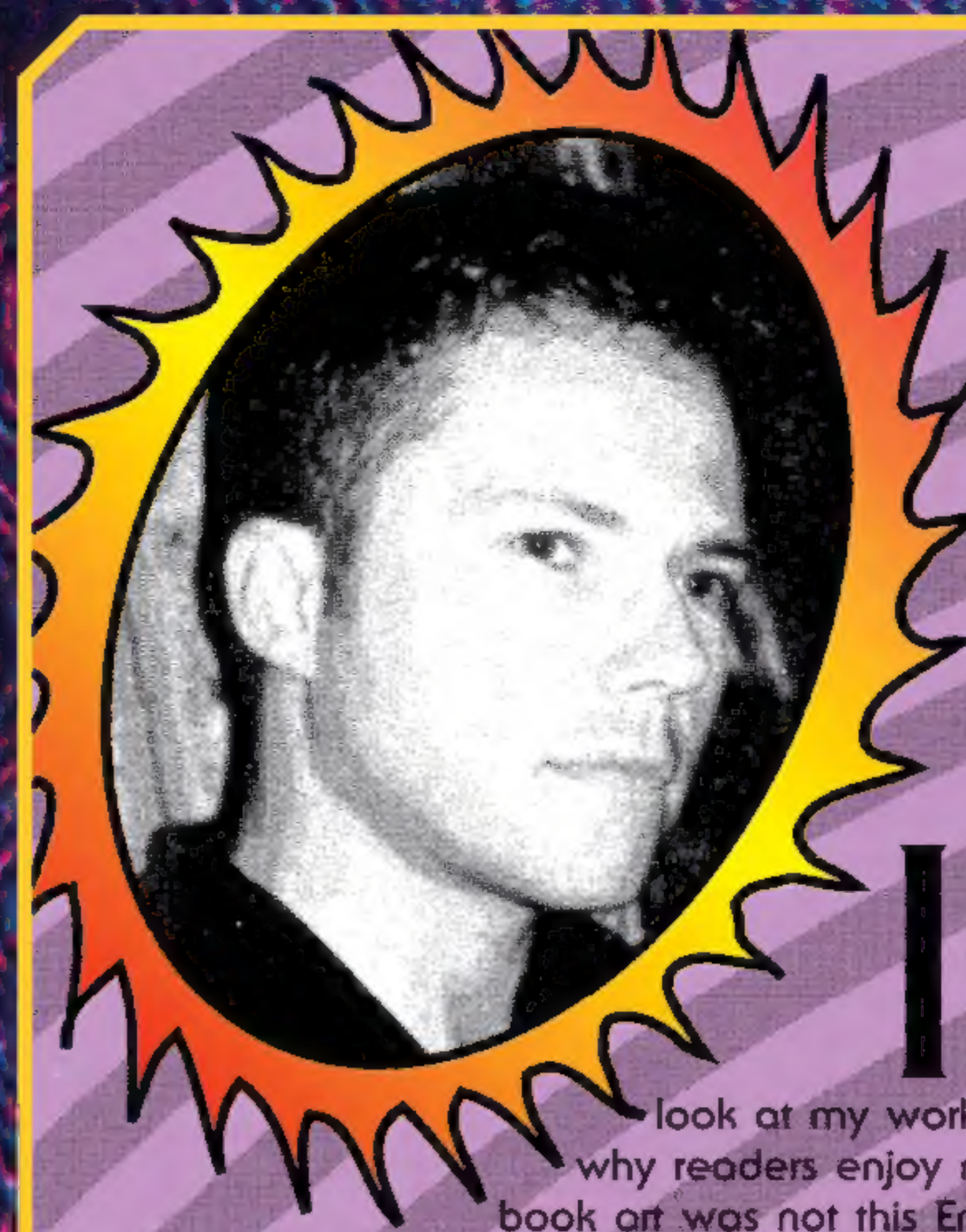




(CONTINUED FROM
PREVIOUS PAGE)

So don't just stand there. Get on the phone. Call up your local comic store distributor (the nearest comic store for those of you who aren't getting the analogy) and reserve your copies today! CABLE is not to be missed.

-ROBERT PIOTROWSKI



IAN CHURCHILL

REGULAR ARTIST ON CABLE

Ian Churchill is a bright guy, but when it comes to evaluating his own abilities he's got it all wrong. "I'm not as good as most other artists. I think for that reason I may be a little more accessible than the superstars out there. When fans look at the top artists in the industry they realize that they'll probably never be that good. But when they look at my work, they know they can probably be as good as I am. I think that's why readers enjoy my work." The reason he is so modest is probably because comic book art was not this Englishman's first career choice. "It was only after I lost my job as a graphic designer that I put some samples together and tried to get work." Ian was discovered by Bob Harras at a comic convention in England. "I had absolutely no idea who Bob was. I was waiting around the tables where the art reviewing was taking place and he just seemed to make the most sense so I showed him some of my stuff."

First penciling job?

It was a backup story in an X-Men annual featuring Beast. Every character looks like he's made out of rubber. It's very comical to look back on now.

First memory of comic books?

It involves an old English reprint called **The Mighty World of Marvel**. It was a John Romita issue of **Captain America**. I especially remember one panel of Captain America going up a wall on his motorcycle.

If you could only read one comic book for the rest of your life, which would it be?

There's an issue of **UNCANNY X-MEN** where Peter breaks up with Kitty after his Secret Wars adventure. It leads to a big fight with the Juggernaut in a salon. That's brilliant, I'd read that over and over again.

Favorite character?

Captain America is my favorite traditional Marvel character. Even as a kid I liked him because he always knew what he was doing. These days I am also very fond of Cable because I put a lot of myself into him.

How do you and Cable compare?

I like to dress Cable up in contemporary fashion very much like the men in popular magazines. In my own mind, I'd like to think that's just like myself (laughs).

Favorite issue of CABLE?

Number 27. I think the art works really well with the coloring and inking in that issue. I'm especially fond of the cover.

Which would you rather have, a cool techno-organic arm or a black patch on one eye and the power to make everything go your way?

If I had a choice, I'd like to be able to lead a charmed life. Though after a while I suppose that would get on my nerves.

What do you do when you're not drawing?

Sleep. I also enjoy parachuting.

Who would you like to see Cable team up with/ fight?

I fancy Cable teleporting to the past in World War II and meeting Captain America. I'm also excited about Cable teaming up with Kane again. We're working on revamping him into a very hip character with a new hair cut and a motorcycle and all.

What's England like this time of year?

Cold.

Worst part of being a successful comic book artist?

Deadlines. I would love to have more time to put in greater detail and concentrate more on each page.

What do you want readers to take away from your work?

If people remember my work that would be great. And if I could inspire someone to pick up a pencil and become the next superstar then that would be great too. As long as people like what I'm doing, I'm happy.

Final comments or things you'd like readers to know?

Actually, there was a Cable story that was scrapped featuring Cyclops and Nathan. I did the first three pages but they never saw ink. I was quite happy with those pages and rather regret that readers never got a chance to enjoy them.



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Jean Grey



MANSION SECURITY WAS DEACTIVATED...
FROM WITHIN...BRZZZT...
BETRAYED BY ONE OF OUR OWN.



PROFESSOR XAVIER... BRZZZT...
FIRST TO DIE...



YOU?!?
YOU MAY HAVE... BRZZZT... KILLED THE X-MEN...
BRZZZT... BUT THE DREAM WILL NEVER DIE...

THE TRAITOR EXPOSED!



No One Is Safe.

Not The X-Men
Spider-Man
Hulk
Avengers
Fantastic Four
Mutants
Heroes
No One.



MARVEL
COMICS

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Spider-Man: The Complete Ben Reilly Epic Vol. 5 TPB back-cover art by John Romita Jr., Al Williamson & Tom Smith



THE SHOCKING SAGA CONTINUES AS ONSLAUGHT'S UNNERVING ORIGIN IS REVEALED!

How can the X-Men defeat a threat that strikes from their very heart? As X-Factor battles Havok to save Beast, X-Force defends X-Man from the manipulative Mister Sinister! And Cable and Storm must reckon with Onslaught's most incredible pawn of all: the Hulk! But can the X-Men, Avengers and Fantastic Four find a way to free Franklin Richards from the deadly Onslaught's grasp? Plus: As Sentinels take Manhattan, the shock waves are felt by the teenage Tony Stark; the new Spider-Man, Ben Reilly; and the heroic Green Goblin!



Collecting *Cable* [1993] #34-35, *Incredible Hulk* [1968] #444-445, *Wolverine* [1988] #104, *X-Factor* [1986] #125-126, *Amazing Spider-Man* [1963] #415, *Green Goblin* #12, *Spider-Man* [1990] #72, *X-Man* #18-19, *X-Force* [1991] #57-58, *X-Men* [1991] #55, *Uncanny X-Men* [1981] #336 and *Iron Man* [1968] #332 — written by Jeph Loeb, Peter David, Larry Hama, Howard Mackie, Tom DeFalco, Terry Kavanagh, Mark Waid and Scott Lobdell; and illustrated by Ian Churchill, Angel Medina, Val Semeiks, Jeff Matsuda, Stefano Raffaele, Herb Trimpe, Mark Bagley, Joshua Hood, John Romita Jr., Steve Skroce, Anthony Castriello, Andy Kubert, Joe Madureira and Joe Bennett.

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